

King Neighborhood Association Bylaws

Approved by the members' vote at a monthly meeting on October 14, 2009

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ARTICLE I.

NAME OF ORGANIZATION

The name of the organization is the KING NEIGHBORHOOD ASSOCIATION. The KING NEIGHBORHOOD ASSOCIATION is located in the city of Portland, Oregon.

ARTICLE II.

PURPOSE

The purpose of the KING NEIGHBORHOOD ASSOCIATION is:

A. To provide an open process by which residents of the neighborhood may involve themselves in the affairs of the neighborhood.

B. To enhance the livability of the neighborhood and Portland by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.

C. To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which

nonprofit corporations may be organized under ORS Chapter 65.

D. For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III.

PHYSICAL BOUNDARIES OF THE KING NEIGHBORHOOD ASSOCIATION

A. Outside Boundaries: All boundary designations are at the middle of the street (see attached map). The KING NEIGHBORHOOD ASSOCIATION consists of an area of Northeast Portland surrounded as follows:

From NE Rodney Avenue and NE Ainsworth Street on the north;
east on NE Ainsworth Street to NE 10th Avenue;
south on NE 10th Avenue to Emerson Street;
east on NE Emerson Street to NE 13th Avenue;
south on NE 13th Avenue to NE Webster Street;
easterly along the alignment of NE Webster Street to NE 14th Place;
south on NE 14th Place to NE Wygant Street;
west on NE Wygant Street to NE 14th Avenue;
south on NE 14th Avenue to NE Prescott Street;
west on NE Prescott Street to NE 12th Avenue;
south on NE 12th Avenue to NE Skidmore Street;
west on NE Skidmore Street to NE 10th Avenue;
south on NE 10th Avenue to NE Fremont Street;
west on NE Fremont Street to NE Martin Luther King, Jr., Boulevard;
north on NE Martin Luther King, Jr., Boulevard to NE Beech Street;
west on NE Beech Street to NE Mallory Avenue;
north on NE Mallory Avenue to NE Failing Street;
west on NE Failing Street to NE Rodney Avenue; and
north on NE Rodney Avenue to NE Ainsworth Street.

ARTICLE IV.

MEMBERSHIP

A. Qualifications:

1. Membership in the Association shall be open to all residents, property owners and

holders of a business license, who are eighteen (18) years of age or older located within the boundaries as defined in ARTICLE III of these bylaws who request verbally or in writing to be a member.

2. Other interested parties may contact the Board and participate as Associates.

Associates may serve on committees and in other functions, but shall not vote or serve on the Board.

B. Voting:

All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws decisions of the Association shall be made by a majority vote of those members present at any meeting.

ARTICLE V.

FINANCIAL SUPPORT

There will be no dues or membership fees. Voluntary contributions will be accepted and fund raising may be authorized by the Board. Charges for special services performed and fund raising activities must be approved by the board.

ARTICLE VI.

GENERAL AND SPECIAL MEETINGS

A. Notice: Notification of general or special meetings or their cancellations shall be by publicly posted notices at multiple locations within the boundaries of the Association, plus any other appropriate means of communication. Notification shall require seven (7) days advance notice.

B. General Membership Meetings: There shall be at least eight (8) general membership meetings yearly. General Membership Meetings shall take place in January, February, April, May, July, August, October, and November

C. Special Meetings: Special Meetings of the entire membership can be called by the Chair or by a majority of the Board with at least three (3) days notice. At a Special Meeting, only those matters stated in the meeting's notice may be acted upon.

D. Agenda: The Chair shall prepare or delegate the preparation of the agenda. Any person may add an item to the agenda by making a motion to the Board at a meeting

and obtaining the consent of the majority of the Board present.

E. Quorum: A quorum for any meeting of the Association shall be the number of members in attendance with a minimum of seven (7). Unless otherwise specified in these bylaws, decisions of the Association shall be made at these meetings by a majority vote of those members present.

F. Participation: Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

G. Procedures: The most recently revised paperback edition of Roberts Rules of Revised (as listed by Books In Print) shall be followed in all areas not covered by the bylaws

ARTICLE VII.

BOARD OF DIRECTORS

A. Number of Board Members: The Board shall consist of nine (9) members; four (4) shall be the elected officers below, the remaining board members shall be elected 'At-Large', and may be committee chairpersons, depending on the number of active committees.

B. Officers shall be the Chair, Co-Chair, Secretary, and Treasurer

C. Eligibility for Board Service:

1. Only persons eligible for membership shall be qualified to hold an elected or appointed position. Persons removed from the board are not eligible for board service in the future.
2. Candidates for the office of the Chair must have served on the Board for at least one (1) year preceding their election to the position of Chair.

D. Terms of Office: Members of the Board shall be elected for two (2) year terms. Terms shall be staggered in the following manner:

1. The Chair, Secretary, and At-Large Representatives One, Three, and Five start their terms in even numbered years.
2. The Co-Chair, Treasurer, and At-Large Representatives Two and Four shall start their terms in odd numbered years.

E. Board Vacancies: The Board may fill any vacancy on the Board or committee by

majority vote of the Board. Appointees shall serve the remainder of the unexpired term, unless they in turn, resign before their appointed term expires.

F. Election of Board Officers: The Nominating Committee shall prepare a list of candidates for each board office, which shall be placed in nomination. Any member of the Association may place other names in nomination at the meeting. Board officers shall be elected by a vote of the membership attending the May meeting, and shall take office upon the close of the meeting when they are elected.

G. Election of At-Large Representatives: Eligible residents may place their names in nomination at the meeting. At-Large representatives shall be elected by a majority vote of Association members present at that meeting, and shall take office upon the close of that meeting. Elections take place in alternating years as defined herein.

H. Duties: The Board shall have following responsibilities and powers:

1. General Duties of All Board Members:

- a) Attend Board, General and other meetings as appropriate to their position.
- b) Manage the daily affairs of the neighborhood association.
- c) Make decisions and represent the interests of the Association on all matters for which it is impractical to present to the membership in advance. Actions shall be summarized for the membership at the next general meeting.
- d) Appoint committees to perform necessary functions.
- e) Represent the Association on specified topics.
- f) Establish a plan for maintaining and encouraging involvement in the neighborhood association.
- g) Appoint replacements for vacated Board positions.
- h) Board approval is required for any action which creates a financial obligation for the Association.
- i) Select the alternate delegate to the NECN.
- j) Perform duties delegated to them by the Board.

2. Duties of At-Large Representatives

- a) At-Large Representatives shall serve as the Nominating Committee to

nominate candidates for Board officer positions, and to consider the removal of Board members for cause as defined herein.

2. Duties of Board Officers

A) The Chair shall:

- 1) preside at all board meetings and all membership meetings,
- 2) represent the position of the Board and the interests of the Association (or may delegate such representation),
- 3) be the principal operating officer of the Association and, subject to the control of the Board, shall supervise and control all the day-today business and general affairs of the association,
- 4) perform all duties incident to their office or prescribed by the Board, and
- 5) insure that any decisions of the Board are carried out properly.
- 6) The Chair has a specific duty to attend the board meetings of the NE Coalition of Neighborhoods and report on the developments and activities of the NE Coalition of Neighborhoods at each KNA board meeting. The Co-Chair shall perform the duties of the Chair in the; Chair's absence.

B) The Secretary shall:

- 1) record and maintain minutes of Membership and Board meetings,
- 2) maintain official records (excepting those maintained by the Treasurer) at the NE Coalition of Neighborhoods office, consistent with public records law.
- 3) assist the Chair with correspondence,
- 4) maintain the non-financial files of the Association,
- 5) insure that proper notice is given for all meetings,
- 6) make public records available for inspection for any proper purpose at any reasonable time, and

C) The Treasurer shall:

- 1) have charge of all funds belonging to the Association
- 2) shall receive, deposit and disburse funds for the Association in a bank(s) or institution(s) in such manner as designated by the Board,

- 3) make financial reports as directed by the Board and
- 4) maintain official financial records at the NE Coalition of Neighborhoods office, consistent with public records law.

I. Board Meetings

1. Board Meetings: Board Meetings will be held in March, June, September, and December. All board meetings are open to the public, except when the Board is in Executive Session. The Board may go into Executive Session to discuss confidential personnel or legal matters, consistent with law. Any binding action of the Board must be taken in open session following the Executive Session.
2. Special Board meetings may be called by the Chair, by the Co-Chair in their absence, or by the joint action of any three Board members by giving notice to each Board member of the time, place, and items to be discussed or acted upon at least three (3) calendar days before the special meeting. A special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the next regular Board meeting.
3. A quorum is a majority of the currently serving Board members.
4. The Board shall be notified not less than three (3) days preceding any board meeting. Notification shall be by return-receipted email or telephone calls to all board members and by publicly posted notice. Other methods apt to reach a majority of the membership may be used.

J. Powers of the Board: The Board shall be responsible for all business coming before the Association and for assuring members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

K. Termination of Board Members

1. Non-attendance: Board members failing to attend three (3) consecutive Board meetings can be referred to the Nominating Committee, who may remove them from the Board upon written notice.
2. Misconduct: Board members failing to act in a professional and respectful manner during meetings or on Association business can be removed from their post

on the Board by a majority of the currently serving board members.

ARTICLE VIII.

COMMITTEES

A. Nominating Committee: This committee shall be a Standing Committee consisting of the At-Large Representatives. It shall nominate candidates for election to Board Officers.

B. Land Use Committee: This committee shall be a Standing Committee consisting of at least one (1) member of the Board. The Land Use Chair shall attend the NECN's Livability Committee Meeting.

The Land Use Committee shall be led by a Land Use Chair, who is elected by that committee. The duties of this Committee include, but are not limited to the following: to monitor, review and assess requests for zoning changes, construction activity, applications for business licenses, requests for new liquor licenses, housing infill and general compliance with the elements of the City of Portland's Albina Plan and King Neighborhood Plan. In effect, this Committee will actively endeavor to stay abreast of any and all land use issues and activities as they relate to the King Neighborhood and will make regular reports and recommendations at each meeting of the Board of Directors.

C. Other committees may be established by the Board.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES: A transaction in which a Director may have a direct or indirect conflict of interest may be approved by a vote of the Board if in advance of the vote by the Board all material facts of the transaction and the Director's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Directors who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify a transaction, a quorum must be present for the purpose of taking action. The presence of, or vote cast by a Director with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The Director with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X GRIEVANCE PROCEDURES:

A. One-on-One Dialogue and Mediation: Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

B. Eligibility to Grieve: Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the ONI Standards or these bylaws that has directly affected the outcome of a decision of King Neighborhood Association. Grievances must be submitted within 45 days of the alleged violation.

C. Processing the Grievance: The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

D. Final Resolution: Within 60 calendar days from receipt of the grievance, _____ Neighborhood Association shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

ARTICLE XI.

PROCEDURE FOR CONSIDERATION OF PROPOSALS

A. Submission of Proposals: Any person or group, inside or outside the boundaries of the Association 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.

B. Notification: The proponent and members directly affected by such proposal shall be notified in writing by email, fax or U. S. Mail of the place, day, and hour the proposal shall be reviewed not less than seven (7) days in advance.

C. Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposal.

D. Distribution: The Association shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties and shall distribute it by email and by public posting to the general membership.

ARTICLE XII.

PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

The Neighborhood Association shall abide by all the requirements relative to public meetings and public records as outlined in Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the Association must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file at the District Coalition office.

ARTICLE XIII.

NONDISCRIMINATION

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.

ARTICLE XIV.

ADOPTION AND AMENDMENT OF BYLAWS

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting .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 seven (7) days before voting. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.