

GRIEVANCE

December 5, 2014

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King Neighborhood Association
Board of Directors
4815 NE 7th Avenue
Portland, OR 97211

RECEIVED

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Initial: EE

ATTN: Margo Dobbertin, Chair

Dear Ms. Dobbertin:

As a member of the King Neighborhood Association (KNA), I am filing a formal grievance in conformance with KNA Bylaws adopted by members' vote on October 14, 2009. I am filing this grievance because the KNA Board of Directors has harmed, in multiple instances, my rights as a member.

To begin with, the Board has failed to abide by Article VII's requirements relative to public records with regards to official action(s) taken by the Association being made public record, such record to include a record of attendance at each meeting. The Board's failure in this regard is also a violation of the Office of Neighborhood Involvement's (ONI) Standards Section VIII (L) with regards to minutes including members in attendance (1)(a), results of all votes taken (1)(c), and minutes being made available to the public within a reasonable time after the meeting (2).

I have been requesting -- in writing, by telephone or by e-mail -- for more than 2 months to see KNA meeting minutes for 2014, yet no requests were honored until my request of November 14, 2014. And even now, the Board does not make available minutes for the months of January, May and August of this year -- and minutes for February 12, July 9, September 10 and October 8 do not include the requisite list of attending members, in continued violation of KNA Bylaws and ONI Standard VIII(L)(1)(a).

The Board's failure to provide to the public ANY 2014 meeting minutes until 6 weeks before the end of the year is harmful inasmuch as it interferes with members' rights to challenge harm caused them by the Board at meetings which members have missed. The Board's failure to provide May meeting minutes (including a list of attendance) even now is particularly harmful: Bylaws require officer and board elections at the May membership meeting; the continued lack of availability of such results calls into question the very legitimacy of occupancy on the present Board.

Another point of grievance is that the present Board is operating under Bylaws adopted illegitimately. Under the Bylaws adopted by Association members October 14, 2009 governing general meetings, and specifically, procedures, "The most recently revised paperback edition of Roberts Rules...shall be followed in all areas not covered by the bylaws". Roberts Rules makes no provision for the Chair to make motions -- with regards to motions, the Chair's duty is "To state and to put to vote all questions that legitimately come before the assembly as motions". (RONR 11th Ed., p. 449 ll 33-34). Yet the July 9, 2014 meeting minutes, only recently made available by the Board, reports "Margo moves to adopt the new bylaws". As Margo (Dobbertin) was chair at the July 9 meeting, this illegitimate motion on the chair's part renders the subsequent second -- and vote -- to be similarly illegitimate. Consequently, any actions taken by the Board since July 9, 2014 not in compliance with Association Bylaws as adopted October 14, 2009 are, themselves, similarly illegitimate. One example of such an illegitimate action taken by the Board recently is the election of Blair Ottoboni to "KNA At-Large Rep" at the October 8, 2014 meeting, inasmuch as the Chair (Margo Dobbertin) made the motion for Ms. Ottoboni's election.

Although Association Bylaws require grievances be submitted within 45 days of the alleged violation, the Board and/or its Grievance Committee would err in dismissing the grievance regarding the illegitimate adoption of Bylaws for two reasons. Firstly, the above-referenced Board failures to make minutes available within the requisite reasonable time after meeting could then be construed to simply be a calculated decision to prevent members from the timely filing of grievances and thus a self-serving action to shield Board members from being held accountable for illegitimate action. Secondly -- and most importantly -- such a dismissal would ignore Oregon Revised Statutes 65.441 governing class voting by members on amendments.

According to ORS 65.441, in a public benefit corporation such as King Neighborhood Association, "the members of a class entitled to vote on articles are entitled to vote as a class on a proposed amendment to the articles if the articles would affect the rights of that class as to voting in a manner different than the amendment would affect another class or members of another class."

The Bylaws illegitimately adopted July 9 of this year harm me as a member in several ways: first by restricting my voting rights and secondly by reducing the number of member meetings at which I can vote.

The Bylaws of October 14, 2009 required "at least eight (8) general membership meetings yearly", while "All members...shall have one vote each to be

cast during attendance at any general or special meeting." The Bylaws illegitimately adopted July 9, 2014 reduced general membership to "one annual meeting" with all power to schedule other membership meetings given to the discretion of the Board. Furthermore, general member voting rights were illegitimately restricted to "election and removal of Board Directors, bylaw amendments, and dissolution or merger."

There is NO 45-day limitation contained in ORS 65.441 regarding the legal right of members of a class to vote on proposed articles affecting the members' right to vote. And not only was there no vote -- by class of general membership as mandated by law -- at the July 9, 2014 meeting, but the illegitimately introduced motion appears to have been supported unanimously by the Board while receiving --- at most -- 1 vote from a non-Board member (a conclusion reached by correlating the given names appearing in the minutes with the given names of Board members, together with subsequent vote and abstention tallies totalling 7). Indeed, without the requisite list of attendance, it is impossible not to entertain the possibility that the illegitimately introduced motion was supported solely by the very Board members whose rights were being advanced at the expense of the general membership.

The long-standing failure of the Board to make meeting minutes available, together with the Board's repeated violation of Association and ONI Bylaws and Standards expanding Board members' rights at the expense of general members' rights, disinclines me to seek one-on-one dialogue and/or mediation and instead to press for the public hearing required by Association Bylaws. Please notify me in writing to be conveyed by the U.S. Postal Service to my street address at 5001 NE Garfield Avenue, Portland, OR 97211-3201.

Thank you for your time and consideration in this matter.

Sincerely,



Margaret O'Hartigan