



**NORTHEAST COALITION
OF NEIGHBORHOODS**

May 4, 2016

Margaret O'Hartigan
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Ms. O'Hartigan:

On March 8, 2016, NECN received your appeal regarding your January 7, 2016 grievance against King Neighborhood Association ("KNA").

You and KNA were given notice of and invited to attend a March 17, 2016 NECN subcommittee meeting to develop a recommendation regarding this appeal for the Executive Committee, to assist the Executive Committee in its review and hearing of your appeal.

On March 10, 2016, you informed NECN that you would refrain from participating in the grievance committee meeting due to your belief that the grievance committee is not in compliance with NECN's bylaws. On March 14, you informed NECN that you would be recovering from surgery on March 17, 2016 and unable to speak at any meeting that day. The grievance committee declined to cancel the March 17, 2016 public meeting, for which it had already given public notice, but offered to schedule a second meeting for you if you wished. The grievance committee also informed you that your attendance at any grievance committee meeting was voluntary and that you would have the same opportunity to address the Executive Committee, regardless of whether you appeared at any grievance committee meeting or not.

You appeared at the March 17, 2016 meeting and submitted a written objection to the meeting. You contended that the proper time for public comment on your January 7, 2016 grievance would have been before KNA and that "[f]or NECN to provide an opportunity for public input about [your] grievance at this point in time is outside the process delineated its bylaws." You then chose to leave the grievance committee meeting.

On March 22, 2016, you requested a second grievance committee meeting to provide substantiating documentation regarding your appeal. You and KNA were given notice of and invited to attend a March 30, 2016 grievance committee meeting. You attended that meeting, presented your documentation, and discussed it with the grievance committee under protest.

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NECN's Executive Committee reviewed and heard your appeal at its May 2, 2016 public meeting. You were present at the May 2, 2016 meeting and had an opportunity to present your appeal and supporting documentation and to answer any questions from the Executive Committee.

NECN decides your March 8, 2016 appeal as follows:

ALLEGED VIOLATIONS RAISED IN GRIEVANCE AND/OR WRITTEN APPEAL:

- 1. In your January 7, 2016 grievance, you alleged that the December 7, 2015 meeting at which you were removed from the KNA Board was not convened in compliance with KNA bylaws.**

Decision:

(a) Timeliness: You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: You contend that KNA violated KNA Bylaws, Art. VI, § B, Art. VI, § C, and Art. VII, § H.

(c) Personal Harm: You would only have been harmed by this alleged violation if the KNA Board would have declined to call a member meeting or if the members would have voted differently had the meeting been called by the KNA Board instead of the KNA Chair. There is no evidence that this is the case. However, as most recently directed by ONI, NECN will focus its review and hearing of your appeal primarily on whether alleged procedural violations occurred, rather than on the harm requirements contained in the KNA Bylaws, Art. X, § B, and ONI Standards § B(1). *See* ONI Response to Three Appeals from Margaret O'Hartigan (March 12, 2016), at page 6.

(d) Merits:

KNA Bylaws Art. VI, § C governs Board meetings. Notwithstanding your argument to the contrary, the December 7 meeting appears to have been a member meeting, as evidenced by (1) the fact that the meeting was called for the purpose of removing you from office, which is an action that KNA Bylaws Art. VII, § H contemplates will be done at a member meeting; (2) the fact that your removal was done by ballot of the persons present who were told that they were eligible for membership and who confirmed their membership eligibility in writing, rather than by a vote of the KNA Board, as would have occurred at a Board meeting; and (3) the fact that the sign-in sheet for the meeting asked for confirmation of membership in the King Neighborhood.

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Therefore, NECN concludes that KNA Bylaws Art. VI, § C does not apply to the December 7 meeting and was not violated.

KNA Bylaws, Art. VI, § B(1) provides that there shall be an annual KNA member meeting in May, and “[t]he Board may schedule other Membership meetings as needed.” As discussed above, NECN concludes that the December 7 meeting was a member meeting. *Therefore, because the KNA Chair apparently called this meeting, NECN concludes that KNA violated this provision.*

KNA Bylaws Art. VII, § H provides any KNA Director “may be removed, with or without cause, at a meeting called for that purpose, by a vote of the majority vote of the Members entitled to vote at an election of Directors.” As noted above, it appears that the December 7 meeting was a member meeting rather than a Board meeting. *Therefore, NECN concludes that KNA did not violate this provision by removing you at a member meeting, albeit one erroneously called by the KNA Chair.* However, as discussed below, NECN recommends that KNA consider clarifying an ambiguity in the phrasing of the provision.

2. In your January 7, 2016 grievance, you alleged that your removal from the KNA Board was a violation of Oregon Revised Statutes § 65.324.

Decision:

(a) Timeliness: You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: This grievance process is not a forum to determine the legal validity of a neighborhood association’s actions. *Cf.* ONI Response to Doug Klotz Appeal (December 18, 2015), at page 3. *Because this portion of your grievance did not allege a violation of any provision of the KNA Bylaws or ONI Standards, NECN declines to voice an opinion on whether your removal from the KNA Board violates Oregon Revised Statutes § 65.324.*

3. In your January 7, 2016 grievance, you alleged that KNA Board members misrepresented the criteria for membership in KNA at the December 7 meeting by stating that King residents were members, by not also describing other types of persons who are eligible for membership, and by not stating (other than by asking “Did you sign in?”) that King residents needed to have provided written confirmation of membership.

Decision:

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(a) Timeliness: You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: You contend that KNA violated KNA Bylaws Art. IV, § A.

(c) Personal Harm: You would only have been harmed by this alleged violation if a non-resident who was eligible for KNA membership was present at the meeting and was prevented from voting by the KNA Chair's statement or if a non-member voted. There is no evidence suggesting that either happened. However, as most recently directed by ONI, NECN will focus its review and hearing of your appeal primarily on whether alleged procedural violations occurred, rather than on the harm requirements contained in the KNA Bylaws, Art. X, § B, and ONI Standards § B(1). See ONI Response to Three Appeals from Margaret O'Hartigan (March 12, 2016), at page 6.

(d) Merits:

KNA Bylaws Art. IV, § A provides that KNA membership is open to anyone 16 years of age or older who resides within or owns real property within the KNA boundaries and to a representative from a business, non-profit, agency, school, or church located within the KNA boundaries. There is no evidence that KNA denied anyone who was at the December 7 meeting the ability to become a member or exercise voting rights by failing to describe all the possible categories of persons eligible for membership. *Therefore, NECN concludes that KNA Board members did not violate this provision by orally providing an incomplete description of the categories of persons eligible for membership.*

KNA Bylaws Art. IV, § A also provides that any person meeting the membership criteria "must also confirm their membership in writing, including but not limited to checking the membership box on the sign-in sheet."

NECN notes that on March 30, 2016 you provided photographs of the December 7 meeting sign-in sheet and ballot. You argued on March 30 for the first time that neither the sign-in sheet nor the ballot constituted written confirmation of membership because (1) each ballot asked the person to "affirm that I am eligible to be a member of King Neighborhood Association according to KNA bylaws"; and (2) the sign-in sheet stated "Are you a King Neighborhood member? Yes/No (See Map if you are unsure)." You now contend that because of the way that these statements were worded, KNA failed to require that the persons present at the meeting confirm membership

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in KNA, rather than mere eligibility for membership in KNA. You argued for the first time on March 30, 2016 that the sign-in sheet used at the December 7 meeting was defective and should have asked instead, “Are you a King Neighborhood *Association* member?”

NECN notes that in your own transcript of the December 7 meeting, you yourself stated on December 7 that in order to vote, individuals “have to be members, so they need to have signed up on the sheet.” Transcript at 4. Your transcript also reveals that the Chair orally asked individuals to confirm their membership in the King Neighborhood *Association*. The KNA chair stated:

I’m passing out the ballot to everyone and not just board members, which is for all members of the King Association. And there is also a check box that says “I am a member of the King Neighborhood Association Yes or No—please fill out both. Share some pens here. Great.

Transcript at 4.

In any event, you did not describe the contents of the sign-in sheet or the ballot at all in your grievance or written appeal, or argue that their wording was such that it failed to actually confirm membership in KNA. Rather, you argued in your grievance that KNA “misrepresented the membership requirement, patently confusing people attending the meeting, and then announced a vote tally counted without cross-reference of ballots to both a sign-in sheet and prior confirmation of membership ‘in writing’ in compliance with KNA bylaws.” Nowhere in your grievance or written appeal did you describe the statements on the ballot and sign-in sheet or argue that the check-marks on the sign-in sheet and ballot were not in fact confirmations of membership in KNA. *Therefore, NECN concludes that you did not grieve that the sign-in sheet or ballot violated KNA Bylaws Art. IV, § A. NECN declines to address the ungrieved issue whether persons who marked “yes” on the sign-in sheet and who marked “yes” on the ballot after the KNA chair’s oral remarks were sufficiently confirming their membership in KNA.* However, as discussed below, NECN has recommendations for ONI regarding this issue.

4. In your January 7, 2016 grievance, you alleged that at the December 7 meeting KNA failed to require “prior” confirmation of membership in writing.

Decision:

(a) Timeliness: You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

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(b) Alleged Violation of KNA Bylaws or ONI Standards: You contend that KNA violated KNA Bylaws Art. IV, § A.

(c) Personal Harm: You would only have been harmed by this alleged violation if a non-member voted for your removal. There is no evidence suggesting that this happened. However, as most recently directed by ONI, NECN will focus its review and hearing of your appeal primarily on whether alleged procedural violations occurred, rather than on the harm requirement contained in the KNA Bylaws and ONI Standards. See ONI Response to Three Appeals from Margaret O’Hartigan (March 12, 2016), at page 6.

(d) Merits:

KNA Bylaws Art. IV, § A provides that a person who meets the criteria for membership in KNA “must also confirm their membership in writing, including but not limited to checking the membership box on the sign-in sheet.” You object that KNA should have cross-referenced the ballots at the December 7 meeting against a “both a sign-in sheet and prior confirmation of membership ‘in writing.’” (Jan. 7, 2016 Grievance at page 4.) However, Art. IV, § A contains no indication that a *prior* writing is necessary. NECN interprets the Art. IV, § A as providing that checking the membership box on the sign-in sheet is one permissible means, but not the only possible means, for a person to confirm in writing their membership in KNA. It would be unduly restrictive of public participation in KNA’s affairs and the ONI neighborhood involvement system if membership were limited to persons who had *previously* provided written confirmation. KNA should not erect unnecessary barriers to public engagement. *Therefore, NECN concludes that KNA did not violate this provision by allowing persons who live within the King boundaries and who checked the membership box on the sign-in sheet at the December 7 meeting to vote at the meeting as KNA members.*

5. In your January 7, 2016 grievance, you alleged that the reasons given for your removal from the KNA Board were “not, in fact, legitimate causes.”

Decision:

(a) Timeliness: You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: You contend that KNA violated KNA Bylaws, Art. VII, § H(1).

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(c) Personal Harm: Because you allege that the reasons for which you were removed from the KNA Board were illegitimate, you allege personal harm.

(d) Merits:

KNA Bylaws, Art. VII, § H(1) provides that any KNA Director may be removed “with or without cause.” Consistent with NECN’s understanding of the typical meaning of that phrase in bylaws, NECN interprets the term “with cause” as meaning that there is sufficient justification for removing a board member, and the term “without cause” as meaning that there are insufficient grounds to justify removal. Here, you argue that there were no legitimate reasons for your removal and that the stated reasons were false. Therefore, assuming for the sake of argument that your assertions are true, there would have been insufficient grounds for a justified removal, meaning your removal would have been “without cause.” KNA’s bylaws authorize the removal of a board member without cause. As a result, your removal, even if done in the absence of legitimate reasons, would not have violated KNA Bylaws, Art. VII, § H(1).

In short, if KNA’s stated reasons were either (1) not supported by the actual facts or (2) supported by the facts but too unimportant to justify removing a board member, then your removal would have been “without cause,” as NECN interprets that phrase. And if the stated reasons were supported by the facts and constituted sufficient justification to remove you, then your removal would have been “with cause,” as NECN interprets the phrase. *Thus, regardless of whether your criticisms of KNA’s stated reasons are well-founded or not, NECN concludes that your removal did not violate the “with or without cause” provision of Article VII, § H(1).*

NECN acknowledges that you disagree with its interpretation of the phrase “with or without cause.” NECN understands that you interpret the phrase “with cause” as meaning merely that some reason is stated for the removal and the term “without cause” as meaning that no reason whatsoever is stated. You argue that the reasons for your removal were publicly stated, making it a “with cause” removal under your interpretation. However, a KNA Director can be removed “with cause” by the exact same process as a “without cause” removal. Thus, even under your interpretation of the phrase “with or without cause,” your removal would not have violated KNA Bylaws, Art. VII, § H(1).

6. **In your January 7, 2016 grievance, you alleged that your removal from the KNA Board was in retaliation for your previous conduct, which you contend complied with your responsibilities as a KNA Board member and was an exercise of your right to file grievances against KNA.**

Decision:

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(a) Timeliness: You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: You contend that KNA violated KNA Bylaws, Art. VII, § H(1).

(c) Personal Harm: Because you allege that your removal was unjustified, you allege personal harm.

(d) Merits:

KNA Bylaws, Art. VII, § H(1) provides that any KNA Director may be removed “with or without cause.” For the reasons discussed above, NECN need not decide whether KNA had “cause” to remove you from the KNA Board for exercising your rights and for acting as you believed necessary to fulfill your obligations as a KNA Board member, because if that conduct does not constitute sufficient justification for your removal, then you were removed without cause. Given that Art. VII, § H(1) authorized your removal with or without cause, NECN concludes that KNA did not violate this provision even if it removed you because of your conduct.

7. In your January 7, 2016 grievance, you alleged that your removal from the KNA Board was an attempt by the Board to hide what you contend is nonfeasance and dereliction of duty.

Decision:

(a) Timeliness: You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: You contend that KNA violated KNA Bylaws, Art. VII, § D(2).

(c) Personal Harm: Because you allege that you were removed from the KNA Board in breach of the other KNA Board members’ fiduciary duties, you allege personal harm.

(d) Merits:

KNA Bylaws, Art. VII, § D(2) provides that KNA Board members must conduct themselves according to the duty of due care and the duty of loyalty.

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Duty of Care: The Oregon Attorney General defines the duty of care as:

generally requir[ing] that a director must discharge the duties with the care an ordinary prudent person in a like position would exercise under similar circumstances. ORS 65.357. Directors need not always be right, but they must act with common sense and informed judgment.

Ellen Rosenblum, *A Guide to Nonprofit Board Service in Oregon*, at 5. There is no evidence that the KNA Chair who called the meeting or the KNA Board members who may have voted for your removal were uninformed about your conduct. Indeed, they had ample first-hand experience of it. Furthermore, there is no evidence that they acted with less care in choosing to vote as KNA members for your removal than an ordinarily prudent person would exercise under similar circumstances. *Therefore, NECN concludes that any KNA Board members who voted in their capacity as KNA members for your removal did not violate their duty of care.*

Duty of Loyalty: The Oregon Attorney General defines board members' duty of loyalty as:

a duty to give their undivided loyalty to the charitable corporation. Decisions regarding the organization's fund and activities must promote the organization's public purpose rather than private interest.

Ellen Rosenblum, *A Guide to Nonprofit Board Service in Oregon*, at 6. NECN acknowledges that you argue various circumstances and alleged procedural violations in connection with the December 7 meeting are evidence that your removal was in retaliation and an attempt to hide misconduct. Basically, you contend that the Board was determined to remove you and that they committed so many procedural irregularities that they must have been violating their duty of loyalty.

That evidence may confirm that the Board members wanted to remove you. And the irregularities may speak to the Board's competence. But the key issue for duty of loyalty is a Board member's motivation. Board members' desire to remove you or their procedural violations in doing so do not show that they *were acting to promote their private interest rather than KNA's public purposes.*

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KNA's bylaws state that KNA has several public purposes. You have been zealously attempting to serve one of those purposes, which is to provide an open process by which King residents may involve themselves in neighborhood affairs. KNA Bylaws, Art. II, § A. However, KNA also has other purposes, such as "[t]o enhance the livability of the neighborhood and Portland." KNA Bylaws, Art. II, § B. In balancing these competing considerations and different KNA purposes, NECN does not find sufficient evidence to conclude that any votes cast by KNA Board members for your removal were motivated by a private interest in hiding the conduct that you contend represents nonfeasance and dereliction of duty. *Therefore, NECN concludes that any KNA Board members who voted in their capacity as KNA members for your removal did not violate their duty of loyalty.*

8. In your January 7, 2016 grievance, you alleged that statements made in connection with your removal from the KNA Board were slanderous and constituted "public character assassination."

Decision:

(a) Timeliness: You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: Even if you were correct that false statements were made at the December 7 meeting, you do not identify any provision of the KNA Bylaws or ONI Standards that prohibits slanderous statements or character assassination. *Therefore, NECN concludes that this is not a cognizable grievance. NECN declines to voice an opinion on whether the statements that you allege are an accurate description of your character and conduct.*

9. In your January 7, 2016 grievance, you alleged that adoption of the Standards of Conduct and Ethics for KNA violated KNA Bylaws.

Decision:

You previously grieved this issue on September 16, 2015, appealed it to NECN, and appealed NECN's decision to ONI. ONI decided on March 12, 2016 that KNA's adoption of the Standards of Conduct and Ethics does not violate KNA's bylaws. *See ONI Response to Three Appeals from Margaret O'Hartigan (March 12, 2016), at page 22. Therefore, NECN declines to address this issue again.*

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10. You alleged that KNA failed to hold a public hearing on your January 7, 2016 grievance.

Decision:

(a) Timeliness: This issue was not grieved to KNA, but NECN will nevertheless address it. You filed your appeal within 14 days after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: You contend that KNA violated KNA Bylaws Art. X, § C.

(c) Personal Harm: You sufficiently allege personal harm, because you allege a violation of an asserted right to present comment and be heard regarding your January 7 grievance.

(d) Merits:

KNA Bylaws Art. X, § C requires that eligible grievances be reviewed by a Grievance Committee and that the Grievance Committee shall hold a public hearing on such grievances. It does not appear that the KNA Board determined that your January 7 grievance was ineligible. Therefore, NECN concludes that KNA violated KNA Bylaws Art. X, § C by not holding a public hearing on your January 7 grievance. For further related discussion of this issue and NECN's recommendations to KNA, see NECN's decision on your March 29, 2016 appeal.

11. You alleged that KNA failed to notify you of a decision on your January 7, 2016 grievance within 60 days of the grievance.

Decision:

(a) Timeliness: This issue was not grieved to KNA, but NECN will nevertheless address it. You filed your appeal within 14 days of the 60-day period after the expiration of the 60-day period from the filing of your January 7 grievance, and NECN will deem it timely.

(b) Alleged Violation of KNA Bylaws or ONI Standards: You contend that KNA violated KNA Bylaws Art. X, § D and ONI Standards § VII(C)(3)(c).

(c) Personal Harm: You sufficiently allege personal harm, because you allege a violation of an asserted right to receive a timely decision from KNA regarding your grievance.

(d) Merits:

KNA Bylaws Art. X, § D requires KNA to render a final decision on a grievance and notify the grievant within 60 days. *NECN concludes that KNA violated KNA Bylaws Art. X, § D by not notifying you of a decision on your January 7 grievance within 60 days.*

ONI Standards § VII(C)(3)(c) provides that a grievance be responded to within 60 days. *NECN concludes that KNA has violated ONI Standards § VII(C)(3)(c) by not notifying you of a decision on your January 7 grievance within 60 days.*

ADDITIONAL ISSUES NOT RAISED IN THE UNDERLYING GRIEVANCE OR WRITTEN APPEAL:

Before the grievance committee and/or the NECN Executive Committee, you raised the following additional issues not already discussed above:

1. Secret Ballot.

On March 30, 2016, you raised for the first time the contention that the ballots at the December 7, 2015 KNA meeting violated KNA bylaws and the ONI Standards because removal of a board member should not be done by a secret written ballot.

Decision:

(a) Timeliness: You did not grieve this alleged violation to KNA. It is not described in your grievance itself, nor in the written appeal that you filed with NECN. Nor is it an alleged procedural violation that occurred in the course of processing your grievance, such as a failure to hold a public meeting on your grievance. *Therefore, because you did not grieve this issue, NECN concludes that you cannot now raise it for the first time almost four months after the alleged violation. NECN declines to decide whether the form of vote was improper.*

2. Improper Notice of December 7, 2015 Meeting.

On March 30, 2016, you raised for the first time the argument that the notice of the December 7, 2015 meeting violated an unspecified provision of the KNA bylaws or ONI Standards.

Decision:

(a) Timeliness: You did not grieve that the notice violated any provision of the KNA bylaws or ONI Standards, nor did you argue in the written appeal that you filed with NECN that such a violation had occurred. Nor is it an alleged procedural violation

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that occurred in the course of processing your grievance, such as a failure to hold a public meeting on your grievance. *Therefore, because you did not grieve this issue, NECN concludes that you cannot now raise it for the first time almost four months after the alleged violation. NECN declines to decide whether the meeting notice was improper.*

3. Ballot Not on the Motion Made.

By email on April 4, 2016, you argued for the first time that the wording of the ballot did not correspond to the oral motion.

Decision:

(a) Timeliness: You did not grieve that the ballot failed to correspond to the motion, nor did you argue in the written appeal that you filed with NECN that any such violation had occurred. Nor is it an alleged procedural violation that occurred in the course of processing your grievance, such as a failure to hold a public meeting on your grievance. *Therefore, because you did not grieve this issue, NECN concludes that you cannot now raise it for the first time almost four months after the alleged violation. NECN declines to decide whether the ballot was improper.*

4. Ballot Misstated Your Position.

By email on April 4, 2016, you argued for the first time that the ballot was improper because it referred to removing you as KNA Board Member at Large #3, while you had been elected as KNA Board Member at Large #2.

Decision:

(a) Timeliness: You did not grieve that the ballot misstated your position, nor did you argue in the written appeal that you filed with NECN that any such violation had occurred. Nor is it an alleged procedural violation that occurred in the course of processing your grievance, such as a failure to hold a public meeting on your grievance. *Therefore, because you did not grieve this issue, NECN concludes that you cannot now raise it for the first time almost four months after the alleged violation. NECN declines to decide whether the ballot was improper due to its misstatement of your position.*

5. Emergency Member Meeting.

By email on April 4, 2016, you argued for the first time that the December 7 meeting was described as an “emergency” meeting, which you contend is a title reserved for Board meetings.

Decision:

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(a) Timeliness: You did not grieve that KNA could not call an emergency member meeting, nor did you argue in the written appeal that you filed with NECN that any such violation had occurred. Nor is it an alleged procedural violation that occurred in the course of processing your grievance, such as a failure to hold a public meeting on your grievance. *Therefore, because you did not grieve this issue, NECN concludes that you cannot now raise it for the first time almost four months after the alleged violation. NECN declines to decide whether holding an emergency member meeting was improper.*

6. December 7 Minutes.

You argued on March 30 and again by email on April 4 that the KNA minutes of the December 7 meeting were defective for several reasons, namely that there is no list of members in attendance, there is no motion stated, and there are no results of the vote taken.

Decision:

(a) Timeliness: You have not grieved this alleged violation. Nor is it an alleged procedural violation that occurred in the course of processing your grievance, such as a failure to hold a public meeting on your grievance. *Therefore, because you have not grieved this violation, NECN declines to address it on this appeal.*

RECOMMENDATIONS:

NECN trusts that, in light of the recent recommendations and guidance provided by NECN and ONI in their decisions on your previous appeals, KNA will comply with its bylaws in responding to any future grievances that you file against KNA.

NECN notes that KNA Bylaws Art. VII, § H provides any KNA Director “may be removed, with or without cause, at a meeting called for that purpose, by a vote of the majority vote of the Members entitled to vote at an election of Directors.” NECN recommends that KNA consider clarifying that the vote must be of a majority of the Members *present at the meeting* and entitled to vote at an election of Directors.

NECN notes that after ONI pressed neighborhood associations to change their membership provisions, it is difficult for neighborhood associations to effectively communicate to the public who is a member, how to join the neighborhood association, and how to vote. NECN strongly recommends that ONI (1) provide training materials to the neighborhood associations about how to address these issues at their member meetings; and (2) publish standardized forms for member meeting sign-in sheets and ballots.

NECN reminds KNA that each of its Board members are required under Oregon law to act in what he or she reasonably believes to be the best interests of KNA. If, upon due

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consideration, KNA Board members reasonably believe that removing a Board member is in the best interest of KNA, NECN recommends that KNA take appropriate steps to remove that individual from the Board. KNA should, of course, comply with its bylaws in the process of removing such a Board member, including having the Board vote to call a member meeting for the purpose of removal, giving proper notice of the meeting, using the proper form of ballot, and confirming the KNA membership of persons wishing to vote. NECN recommends that KNA clarify on its sign-in sheet that persons are confirming membership in KNA, rather than merely residency in the neighborhood.

NECN acknowledges that you insist you must be returned to a position on the KNA Board. NECN declines to recommend that KNA appoint or elect you to its Board again. KNA members should decide for themselves whether your return to the KNA Board would be in the best interests of the organization. KNA's annual membership meeting and election will take place in May, and you are free to seek election to any open position on the KNA Board at that meeting.

Finally, although you disagree with statements made by KNA Board members at the December 7 meeting about why they believed you should be removed from the KNA Board, NECN declines to recommend that the KNA Chair or KNA Treasurer apologize to you for their statements. NECN similarly chooses not to recommend that you apologize to the KNA Chair and Treasurer for accusing them of slander and character assassination. Both sides here are likely to believe that their statements are true and to be offended by the suggestion that they apologize unilaterally. Accordingly, NECN does not believe that pressuring either side into an apology is likely to improve matters.

This letter constitutes NECN's decision of your March 8, 2016 appeal.

Regards,



Alan Silver
NECN Executive Committee Chair

cc: Nick LaRue, KNA Chair
Paul Leistner, ONI

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