



KENTON NEIGHBORHOOD ASSOCIATION
APPROVED BYLAWS

*Submitted revision by the KNA Bylaws Committee to the General Membership
Approved by KNA General Membership on February 13, 2013*

I. NAME OF ORGANIZATION:

The name of the organization shall be the Kenton Neighborhood Association, hereinafter referred to as KNA.

II. PURPOSE OF ORGANIZATION

The purposes for which KNA is organized are:

- a) To enhance the livability of the area by establishing and maintaining an open line of communication and liaison between the neighborhood residents, government agencies, and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said process, to have and enjoy all the powers granted, and engage in any lawful activity for which corporations may be organized under ORS Chapter 65.
- d) To be organized exclusively for educational and charitable purposes.
- e) Notwithstanding any statement of purposes or powers aforesaid, this association shall not engage in any activities or exercise any powers that are not in its primary purpose.

III. MEMBERSHIP

- a) **Eligibility:** Membership shall be open to any person who lives, leases, rents, and/or owns any real property within recognized boundaries of the neighborhood association. Such persons are hereinafter referred to as Eligible Members.
- b) **Becoming a Member:** Eligible Members must submit their name, address and date to the KNA via a process determined by the KNA board. If eligible, these individuals become KNA Members.
- c) **Non-Discrimination:** Neighborhood associations must not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, age disability, national origin, income, or political affiliation, in any of its politics, recommendations, or actions.

IV. VOTING

All Members located within the KNA boundaries, 18 years of age or older, shall have one vote each to be cast during attendance at any general or special meeting.

V. DUES

Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted. Activities to raise funds for KNA use may be held if appropriate.

VI. GENERAL MEMBERSHIP MEETINGS

- a) **General meetings:** There shall be at least two (2) general membership meetings yearly. The meetings shall be convened on any day decided upon by the majority vote of the Board of Directors. Notification for all general meetings shall require seven (7) days advance notice.
- b) **Special Meetings:** Special meetings of the membership may be called by the Chairperson, the Board of Directors, or by a petition of twenty five or more KNA Members presented to the Board. Notification and purpose(s) of the special meeting shall require seven (7) days advance notice to all Eligible Members. Only that business for which the meeting was called may be discussed at said meeting.

- c) **Agenda:** Subject to the approval of the Board of Directors, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to the Board of Directors at least fourteen (14) days in advance of the membership meeting. Any KNA Member may make a motion to add an item to the general or special agendas at those respective meetings. Adoption of that requires a second and majority vote.
- d) **Quorum:** A quorum for any general or special meeting of the KNA shall be twenty-five Members.
- e) **Participation:** All meetings are open to any person and all who wish to be heard, as required by the Oregon Open Meetings and Public Record laws. However, only KNA Members are entitled to vote. All actions or recommendations of the board, general or special meetings shall be recorded in the written minutes and be a part of the public record.
- f) **Procedures:** The KNA shall follow the protocol derived from Roberts Rules of Order. Meeting procedures shall include at a minimum, for all decisions, a motion, a second, discussion and introduction of amendment if any, followed by a show of hands or voice vote. The Chair may adopt further rules of order, either on an *ad hoc* or regular basis, when necessary. The general membership may override such adoptions with a two-thirds majority.
- g) **Notifications:** Notices for all KNA meetings shall comply with the Oregon Open Meeting Law. All notices required herein, shall be sent to Eligible Members via KNA communication vehicles (electronic & print).

VII. BOARD OF DIRECTORS

- a) **Composition of Board:** The Board of Directors, hereinafter referred to as the Board, shall be composed of four (4) executive officers, a chairperson, vice-chairperson, secretary, and treasurer and sixteen (16) board members at large. Executive officers are elected annually for a term of one year; the term is considered ended when his/her successor shall have been elected to take office. Executive officers shall be limited to three (3) consecutive terms in their elected position as chairperson, vice chairperson, secretary, or treasurer. Board members at large are elected to two (2) year terms. Eight (8) Board members at large shall be elected in even years and Eight (8) Board Members at large shall be elected in odd years.
- b) **Duties of Officers (Executive Committee):**
 1. **Chairperson:** At the direction of the executive officers, the chairperson shall prepare the agenda and preside at all meetings of the board and membership; shall appoint members of committees not elected with a majority approval of the Board, except for members of the Grievance Committee. The chairperson will assign duties to the directors at large and will serve as ex-officio on all committees except the Grievance Committee. The chairperson shall sign all disbursement checks and approve all written correspondence pertaining to the official business of the Kenton Neighborhood Association. In case an emergency absence occurs preventing both the chairperson and vice-chairperson from presiding at a meeting, the chairperson will appoint an acting chairperson from the board of directors to act on his/her behalf.
 2. **Vice-Chairperson:** The vice-chairperson shall assist the chairperson, and in the chairperson's absence shall function as chairperson.
 3. **Secretary:** The secretary shall keep minutes and written records of majority and minority opinions expressed at all meetings and shall provide a copy to the chairperson for dispersal prior to the next scheduled meeting; shall count votes at all meetings; shall be responsible for maintaining all written records including all official correspondence of KNA; shall make records of KNA available for inspection for any proper purpose at any reasonable time by appointment.
 4. **Treasurer:** The treasurer shall be held accountable for all funds and shall give an accounting at each general meeting; shall receive safe keep and disburse KNA funds, but such disbursement shall require the signature of the Chairperson in accordance with the budget adopted by the KNA Board of Directors.
 5. **Employees:** The chairperson, with the approval of the Board of Directors, shall have the authority to employ, supervise and terminate KNA employees as may be necessary to further the mission, aims and goals of KNA. The KNA Board of Directors shall determine salary, benefits and job descriptions of KNA employees, when appropriate.

VIII. DUTIES OF THE BOARD

- a) **Management:** The affairs of the KNA shall be managed by the Board in the interim between general meetings. The Board shall be accountable to the membership; shall seek the views of those affected by any proposed policies or reactions before adopting any recommendation on behalf of KNA; and shall strictly comply with these bylaws.
- b) **Vacancies:** The Board may fill any vacancy on the Board. Board members who are absent from two (2) consecutive board meetings without good cause are subject to removal from the Board by a majority vote of the board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term until his/her successor is elected.
- c) **Board Meetings:** The Board shall meet at least fourteen (14) days prior to any general or special membership meeting and at any other time the chairperson may designate. These meetings shall be open session; however, only Board members shall be entitled to vote. A quorum for board meetings shall consist of a majority of current Board Members (one half of the number of current board members plus one); decisions shall be made by majority vote. Board members shall be notified of Board meetings in writing or by telephone seven (7) days in advance of the meeting. A majority of board members, by signed petition, may call a board, general or special meeting.

IX. COMMITTEES

- a) **Committees:** The Board shall establish both standing and ad hoc committees, as it deems necessary. Committees shall make recommendations to the board for Board actions. Committees shall not have the power to act on behalf of the organization without specific authorization from the Board. Each Committee chairperson will be appointed by the Board; however, committees can be chaired by either the Board or any interested member of the KNA.
- b) **Grievance Committee:** A Grievance Committee of (3) KNA Members will be appointed annually by the Board of Directors. The committee shall consist of one (1) board member and two (2) KNA Members who are not currently serving on the board.
- c) **Kenton Fire House Committee:** A Kenton Fire House Committee of a minimum of three (3) members will be elected annually by the Board of Directors.

X. ELECTIONS

- a) **Eligibility:** Only Members of the KNA shall be qualified to hold an elected or appointed position.
- b) **Election of Board:** The Board elections will be held in the spring of each year as indicated in Article VII. Election of officers will require majority vote. Voting will be by secret ballot. A Balloting Committee will be appointed by the chairperson.
- c) **Nominating Committee:** Six months prior to general elections, the chairperson shall appoint a committee of three (3) KNA members to seek potential candidates to hold KNA elected offices during the next year. The committee's recommendations will be presented to the KNA Board of Directors. The Nominating Committee will cease to exist following the election of officers.
- d) **Notifications:** The KNA Board and Nominating Committee must utilize KNA communication vehicles (electronic and print) to announce election dates and vacant positions, starting no less than 3 months prior to the election.
- e) **Removal From Office:** Members may be removed from office at any time, subject to the following procedure:
 - 1. A majority of the Board may submit a written request, stating cause, for the resignation to the party involved.
 - 2. In the event the officer or Board member declines to resign voluntarily, the question shall be referred to the general membership at the next regular meeting or to a special meeting called for that purpose at which those calling for the resignation shall be and at which the affected party shall be permitted a fair opportunity to challenge such cause.
 - 3. A vote of two thirds of the general membership present shall be required for removal.

XI. GRIEVANCE PROCEDURE

a) **Prior to filing a grievance or appeal:** Parties are encouraged to follow the following steps:

- 1) **One-on-one dialogue:** Individuals or groups are encouraged to first seek resolution of differences through one-on-one dialogue. Consider contacting a Neighborhood Association Officer or District Coalition for advice.
- 2) **Mediation:** A circumstance may require an individual to facilitate the discussion with the affected parties of the grievance. If the affected parties are unable to settle upon a facilitator to assist them in their meeting, then the parties should consult with the Office of Neighborhood Involvement (ONI) for assistance through the Neighborhood Mediation Program.

b) **Requirements and Deadline:** Any person or group alleging a violation of the KNA bylaws or ONI standards may submit a petition in writing to the Grievance Committee within 45 business days of the alleged incident.

c) **Response to Grievance:** The Grievance Committee shall review, process, and respond in writing to the grievance within 60 calendar days from the receipt of the grievance. The written response shall include supporting findings of the decision, if any.

The Neighborhood Association's consideration of the grievance shall be open to the public. The findings of the Grievance Committee shall be a matter of public record. Deliberations of the decision makers, however, may be held in executive session.

d) **Procedures for processing a grievance:** Hear the complaint, review evidence and documentation, and interview witnesses at a mutually acceptable place, day and hour; and

- 1) Submit recommendations to the board for board response; or
- 2) Refer the complaint to be heard and reviewed by an arbitration panel composed of one (1) member selected by the petitioner; one (1) selected by the defending party(s) named in the complaint; and a panel chairperson mutually agreeable to the other selected panelists.

By whatever process is used, the individual rights of petitioner and defending party including the right to address allegations, present argument and information in response to specific accusations, to present and/or question witnesses and offer rebuttal shall not be impinged upon or denied.

e) **Appeals:** Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to the appropriate District Coalition. The grievant has fourteen calendar days from the date the decision is rendered to appeal.

XII. BOUNDARIES

- a) **KNA Boundaries shall be defined as:** 1-5 from Columbia River South to Lombard; West to Chautauqua Blvd.; North to Columbia Blvd.; West to North Portland Rd.; North to the South bank of the Columbia River; and East to I-5. The boundary of KNA shall run along the centerline of all right of ways and projections mentioned above.
- b) **Voluntary Boundary Changes:** For procedures, see ONI Standards for neighborhood associations.

XIII. ADOPTION & AMENDMENTS

- a) Proposed amendments to these Bylaws shall be submitted in writing to the Bylaws Committee not less than fourteen (14) days prior to the next general membership meeting, at which time the Bylaws Committee will introduce said proposals with their recommendations. These proposed amendments to the Bylaws shall be voted on at the following general membership meeting.
- b) Adoption and amendments to these Bylaws shall require a two-thirds vote by the KNA Members present at a general meeting. A Quorum is twenty-five Members.