

**Kerns Neighborhood Association Bylaws
Adopted October 15, 2008**

ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be Kerns Neighborhood Association. Further referred to as KNA in this document.

ARTICLE II. PURPOSE : The purposes for which the Neighborhood Association is organized are:

- a) 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.
- 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 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. BOUNDARIES: Boundaries of the Neighborhood Association shall be defined as the east bank of the Willamette River to NE 28th Avenue, between Burnside Street and the Banfield Freeway, and from 28th Avenue to 32nd Avenue between Stark Street and Glisan Street and from 28th Avenue to 33rd Avenue between Glisan Street and the Banfield Freeway.

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in the KNA shall be open to all residents, property owners, business owners, government agencies, non-profit organizations and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws who request in writing to be a member.

Section 2 Voting: All members as defined above, eighteen (18) years of age or older shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business, government agency or nonprofit organization located within the boundaries, upon prior written authority, shall have the same privilege as the residents listed above. There shall be no voting by proxy.

ARTICLE V. FINANCIAL SUPPORT: Charging of dues or membership fees shall not be made; however, voluntary contributions will be accepted and fundraising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 1 General Membership Meetings: There shall be at least two (2) general membership meetings yearly. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require

seven (7) days advance notice to the general public and a minimum of twenty-four (24) hours notice to all active members and to individuals and news media that have requested notice.

Section 2 Special Non-Regular Meetings: Special meetings of the membership, board or committees may be called by the Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. Notification shall require seven (7) days advance notice to the general public and a minimum of twenty-four (24) hours notice to all active members and to individuals and news media that have requested notice.

Section 3 Emergency Meetings: Emergency meetings of the membership or the Board may be called by the Chairperson or by majority of the Board as deemed necessary. A minimum of at least twenty-four (24) hours notice is required through appropriate means to reach the majority of the membership. An emergency meeting shall not be called unless insufficient time is available to consider a pertinent matter at a meeting, giving the typically required seven (7) days notice. Discussion may only pertain to the emergency matter for which the meeting was called. The minutes must describe the reason for the emergency meeting and any decisions made or actions taken as a result.

Section 4 Agenda: Subject to the approval of the Board, the Chairperson shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by

- (a) submitting the item in writing to the Board at least seven (7) days in advance of the meeting or,
- (b) making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 5 Quorum: A quorum of any general KNA meetings shall be 50%+1 of the total number of currently elected board members and 10 general members.

Section 6 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.

Section 7 Procedures: Roberts Rules of Order Revised shall be followed in all areas not covered by the bylaws.

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

- Section 2 Terms of Office: Each director shall hold office for a term of one year for which he/she is elected or appointed and until his/her successor has been elected or appointed to take office.
- Section 3 Board Vacancies: The Board may fill any vacancy on the Board or committee by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.
- Section 4 Election of Board Members: Board members shall be elected annually by a vote of the membership at the annual May meeting. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of the neighborhood association Election requires a majority vote of the membership present.
- Section 5. Duties: The Board shall have following responsibilities and powers:
- a. Manage the daily affairs of the Neighborhood Association.
 - b. Make decisions and represent the interests of the Neighborhood Association on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting. The board shall make a reasonable effort to seek the views or the representation of views of those affected by any proposed policies or reactions before adopting any recommendations on behalf of KNA.
 - c. Appoint committees to perform necessary functions and represent the Neighborhood Association on specified topics.
- Section 6. Duties of Board Officers
- a. Chairperson: The Chairperson shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The Chairperson shall represent the position of the Board and the interests of the Neighborhood Association.
 - b. Vice Chairperson: The Vice Chairperson shall assist the Chairperson and shall perform the duties of the Chairperson in the Chairperson’s absence and as authorized by the bylaws or regulations of the Board.
 - c. Secretary: The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Chairperson with correspondence and maintain the non-financial files of the Neighborhood Association. The Secretary will maintain a list of Board members and their terms. The secretary shall provide a copy of the minutes of all KNA meetings to SE Uplift.
 - d. Treasurer: The Treasurer shall have charge of all funds belonging to the Neighborhood Association and shall receive, deposit and disburse funds for the Neighborhood Association in a bank(s) or financial institution(s) in

such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

- e. Board Members at Large and Committee Chairpersons: Chairpersons of committees shall inform the board and KNA of all activities of their respective committees.

Section 7 Board Meetings:

- a. There shall be board meetings once a month at such times as the Board shall determine. These meetings will be chaired by the chairperson.
- b. Quorum: A quorum at board meetings shall be 50% + 1 of the total number of currently elected board members.
- d. Board meetings require 7 days notification, just like general and special mtgs. Notification shall be by mail or telephone calls to all board members and any media apt to reach a majority of the membership.

Section 8 Powers of the Board: The Board shall be responsible for all business coming before the neighborhood association and for assuring that 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.

Section 9 Termination for non-attendance: Board members failing to attend three (3) consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII. COMMITTEES: There may be standing committees as designated by the Board and special committees as may be established by the Chairperson. Committees must have at least one (1) Board member on them.

Section 1 The board shall establish both standing and ad hoc committees as it deems necessary. Committees shall make recommendations to the board fro all board actions. Committees shall not have the power to act on behalf of the organization without specific authorization from the board with the exception of the Land Use Committee.

Section 2 There shall be a Land Use Committee for the purpose of rendering decisions on behalf of the board concerning all land use issues affecting the KNA.

- a) The board may review any decisions of the Land Use Committee upon a majority vote of the board. The board may approve, reverse, reverse in part or remand a decision back to the Land Use Committee.
- b) Any decision by the Land Use Committee may be appealed to the board for rehearing by any interested person entity whose rights have been affected by a decision.
- c) The Land Use Committee shall report all its decisions to 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, is 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:

Section 1 Eligibility to Grieve: 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 outcomes of a decision by the KNA. The complaint must be made in writing to the Board within forty-five (45) days of the alleged violation.

Section 2 Processing the Grievance: Within seven (7) days after the receipt of the written grievance, the Board shall establish 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, an opportunity to be heard. The committee shall then forward its recommendations to the Board.

Section 3 Grievance Resolution: Within sixty (60) calendar days from receipt of the grievance, KNA shall render a decision on the grievance and notify the grievant of their decision.

Section 4 Appeals Process: Only upon unsatisfactory resolution of a grievance with a Neighborhood Association may the grievant appeal to the District Coalition and the Office of Neighborhood Involvement as indicated in the Office of Neighborhood Involvement Standards. Any appeal must be made within 14 calendar days of the final decision. Parties involved are encouraged to request mediation through the Office of Neighborhood Involvement.

ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS.

Section 1 Submission of Proposals: Any person or group, inside or outside the boundaries of the neighborhood 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.

Section 2 Notification The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than seven (7) days in advance.

Section 2 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals

Section 4 Dissemination: The neighborhood association shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.

ARTICLE XI. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:
The Neighborhood Association shall abide by all the requirements relative to public meetings and public records as outlined in the Section VIII of the Office of Neighborhood Involvement Standards for Neighborhood Associations. Official action(s) taken by the Neighborhood 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) taken. A summary of dissenting views should be transmitted along with any recommendation made by the Neighborhood Association. Official records must kept up-to-date and on file at Southeast Uplift Neighborhood Coalition.

ARTICLE XIII. NONDISCRIMINATION:
The KNA 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 at least seven (7) days before voting on their adoption may proceed. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to all members at least 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.

