

King Neighborhood Association Bylaws

Approved by a vote of the membership July 9, 2014

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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 perform 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

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. Eligibility and Qualifications

Membership in the Association shall be open to any person sixteen (16) years of age or older who resides within, or owns real property within, the boundaries set forth in Article III. Membership is open to one designated representative from any of the following located within the boundaries set forth in Article III: a business, a non-profit, an agency, a school, or a church. Any person meeting the above criteria must also confirm their membership in writing, including but not limited to checking the membership box on the sign-in sheet. Any person meeting the above criteria who is less than eighteen (18) years of age must provide signed approval from a parent or guardian.

B. Termination of Membership

Membership may be terminated by the Board of Directors after giving the member at least 15 days written notice of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. Membership is automatically terminated upon loss or change of eligibility or qualification as set forth in Article IV (A).

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. MEETINGS

A. Participation Any Membership, Board or Committee meeting is open to any person. The Chair may limit time of the total discussion and the time each person and/or side may have to speak.

B. Membership Meetings

- 1) **Frequency** There shall be one annual meeting of the general Membership in May. The Board may schedule other Membership meetings as needed.
- 2) **Location** Meetings outside King neighborhood should be as close to the neighborhood as is practicable.
- 3) **Notice** Notification of the Annual Membership meeting and any special meetings shall be made seven (7) days in advance. Insofar as individual notice to every member is not possible, notice shall be given via as many written, published, electronic and telephonic communications as is practicable.
- 4) **Quorum** No vote shall be taken during a Membership meeting without a quorum. A quorum shall be achieved by the amount of Members equal to the quorum for a board meeting plus three.
- 5) **Voting** All members as defined above shall have one vote each to be cast during attendance at any membership meeting. No proxy votes are allowed. Members at a general Membership meeting will vote on the election and removal of Board Directors, bylaw amendments, and dissolution or merger.
- 6) **Agenda** The Chair shall prepare or delegate the preparation of the agenda for all Membership meetings. Any person may request to add items 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/request to add an item to the meeting agenda. Adoption of that motion requires a motion and a second and a majority vote.

C. Board Meetings

- 1) **Location** Meetings outside the King neighborhood should be as close to the neighborhood as is practicable.
- 2) **Notice** Notification for meetings of the Board shall be by means of communication apt to reach a majority of the Board and Membership. Notification of regular and special Board meetings shall be made at least seven (7) days in advance of the meeting.
- 3) **Quorum** A quorum shall be a majority of the filled Board positions. If a quorum is not present, no votes can be taken.
- 4) **Regular Board Meetings** There shall be at least nine (9) Regular Board meetings in each calendar year.
- 5) **Special Board Meetings** Special meetings of the Board may be called by the Chairperson or by any three board members as deemed necessary.
- 6) **Emergency Board Meetings** Emergency meetings of the Board may be called by the Chairperson or any three Directors as deemed necessary. Notification to the Directors shall be made at least twenty four (24) hours in advance of the meeting. Directors conducting business at the meeting may make decisions or deliberate toward decisions only on the agenda topic or topics for which the emergency meeting was called.
- 7) **Voting** Unless otherwise specified in these bylaws, decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

ARTICLE VII. BOARD OF DIRECTORS

A. Number of Directors

The Board shall consist of a minimum of four (4) Board Directors and a maximum of nine (9) and shall be selected from individuals who qualify for membership in the Association. No more than three (3) of the positions may be filled by King-area business representatives.

B. Officer Titles

Four (4) Directors shall be the elected officers as follows: Chair, Co-Chair, Secretary, and Treasurer. The remaining Directors shall be elected 'At- Large'.

C. Terms of Office

Members of the Board shall be elected for two (2) year terms. Terms shall be staggered in the following manner: The Chair, Secretary, and At-Large Representatives One, Three, and Five start their terms in even numbered years. The Co-Chair, Treasurer, and At-Large Representatives Two and Four shall start their terms in odd numbered years. The Board year begins at the completion of the Annual Meeting and lasts through the end of the next Annual Meeting.

D. Powers and Duties of the Board

- 1) 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.
- 2) The Board of Directors must conduct themselves according to the principles of the Duty of Due Care and Duty of Loyalty and follow the Organization's purpose as set out in Article I.

- 3) Board approval is required for any action that creates a financial obligation for the Association. The signatures of two (2) Directors are required for requests for disbursement of KNA funds.

E. Duties of At-Large Representatives

Directors shall participate in the leadership of the KNA beyond regular meeting attendance by engaging in activities such as:

- 1) Chairing committees;
- 2) Reaching out to neighbors to foster membership participation and growth;
- 3) Leading and participating in Association events;
- 4) Representing the Board's interests on City and regional committees.
- 5) Other activities as assigned by the Board

F. Duties of Board Officers

- 1) **Chair** The Chair shall:
 - a. preside at all board meetings and all membership meetings,
 - b. represent the position of the Board and the interests of the Association (or may delegate such representation),
 - c. be the principal operating officer of the Association and, subject to the control of the Board, shall supervise and control all the day to day business and general affairs of the association,
 - d. perform all duties incident to the office or prescribed by the Board, and
 - e. ensure that any decisions of the Board are carried out properly.
- 2) **Co-Chair** The Co-Chair shall perform the duties of the Chair in the Chair's absence.
- 3) **Secretary** The Secretary shall:
 - a. record and maintain minutes of Membership and Board meetings,
 - b. maintain official records (excepting those maintained by the Treasurer) at the NE Coalition of Neighborhoods office,
 - c. assist the Chair with correspondence,
 - d. maintain the non-financial files of the Association,
 - e. ensure that proper notice is given for all meetings and
 - f. make public records available for inspection for any proper purpose at any reasonable time.
- 4) **Treasurer** The Treasurer shall:
 - a. have charge of all funds belonging to the Association,
 - b. receive, deposit and disburse funds for the Association in a bank(s) or institution(s) in such manner as designated by the Board,
 - c. make financial reports as directed by the Board and
 - d. maintain official financial records at the NE Coalition of Neighborhoods office.

G. Liaison Representative Duties

Individuals who are chosen by the Board to represent KNA on external Boards, Commissions or Committees, shall give informative regular reports back to the Board within 30 days of the meeting of that body. Liaison representatives are required to be members of KNA as described in Article I, above. On those issues on which the KNA Board of Directors has taken a formal position, the delegate shall vote accordingly; in all other cases, the delegate shall exercise discretion while voting in accordance with the general objectives of KNA.

H. Termination of Board Members

- 1) **Removal** Any 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.
- 2) **Attendance** Board Members are expected to attend all regularly scheduled meetings of the Board and Membership. Four (4) absences from Board and/or Membership meetings within a board year may constitute a resignation of that Director or Officer; the Board retains the discretion to determine whether such absences comprise a resignation. Any resignation shall be reported in the minutes.

ARTICLE VIII ELECTIONS AND APPOINTMENTS

A. Eligibility Only persons eligible for membership shall be qualified to hold an elected or appointed position.

B. Elections

- 1) Elections to begin a term of service shall be made at Membership meetings and not conducted by any Member running for a contested office. Directors elected to begin a new term of service shall take office upon the close of the meeting when they are elected.
- 2) Members may declare candidacy or be nominated by another member to begin a new term of service. Those that declare or accept nomination by the meeting prior to the Annual meeting will be announced to the Membership by the Board of Directors. Nominations for any Director may be made by any member from the floor, provided that the nominee is a member and is willing to serve if elected. Nominees are not required to be present at the election provided s/he has accepted nomination or declared him/herself a candidate.
- 3) Members present at a Membership meeting during which an election is held have the right to vote on the election of Directors. Absentee ballots and proxies are not allowed.
- 4) Election of Directors to begin new terms of service in odd years (as per Terms of Office described above) shall be conducted as follows:
 - a) Nominations for Co-Chairperson will be made and Members will vote.
 - b) Following the election of the Co-Chairperson, nominations for Treasurer will be made and the Members will vote for Treasurer.
 - c) Following the election of the Treasurer, nominations for At-Large Representative Two will be made and the Members will vote for At-Large Representative Two.
 - d) Following the election of the Treasurer, nominations for At-Large Representative Four will be made and the Members will vote for At-Large Representative Four.

- 5) Election of Directors to begin new terms of service in even years (as per Terms of Office described above) shall be conducted as follows:
 - a) Nominations for the Chairperson will be made and Members will vote.
 - b) Following the election of the Chairperson, nominations for the Secretary will be made and the Members will vote for the Secretary.
 - c) Following the election of the Secretary, nominations for At-Large Representative One will be made and the Members will vote for At-Large Representative One.
 - d) Following the election of At-Large Representative One, nominations for At-Large Representative Three will be made and the Members will vote for At-Large Representative Three.
 - e) Following the election of At-Large Representative Three, nominations for At-Large Representative Five will be made and the Members will vote for At-Large Representative Five.
- 6) Contested elections of Directors shall by secret written ballot. In electing any Director, the person receiving the greatest number of votes among nominees for a given position shall be elected to that position. If any contested position results in a tie, the tying candidates will have a run-off election or elections until a winner is determined.

C. Vacancies and Appointments

- 1) The Board may fill any vacancy on the Board or committee by a majority vote of the Board.
- 2) Nominations for appointment to a vacant position may be made from the floor at a Board meeting. Nominees for appointment to the Board must accept nomination before being appointed.
- 3) Appointees shall serve the remainder of the unexpired term, unless they in turn resign or are removed before their appointed terms expire. Appointed Directors take office at the time of appointment.

ARTICLE VIII. COMMITTEES

A. Establishment

The Board of Directors may establish committees as it deems necessary and desirable. Such committees are advisory committees and must send recommendations to the Board for action and approval.

B. Limitation on the Powers of Committees

No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

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 conflict of interest transaction may not be authorized by a 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

Eligible grievances shall be reviewed by a Grievance Committee appointed by the Board. 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, King Neighborhood Association shall render a final decision on the grievance and notify the grievant of its decision. Deliberations by the grievance committee and by the Board 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.

B. 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.

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 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. CORPORATE INDEMNITY

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action suit or other proceeding, by reason of the fact that the person is or was a director or officer of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

ARTICLE XIV. ADOPTION AND AMENDMENT OF BYLAWS

A. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the Members present at a Membership meeting.

B. Prior to the adoption of any amendment, each Director shall be given at least 30 days' notice of the date, time and place of the meeting at which the proposed amendment is to be considered. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and the notice shall contain a copy of the proposed amendment.

C. 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, and a copy of the proposed amendment, must be provided to all members a minimum of seven (7) days before voting.

D. Amendment to these bylaws takes effect at the close of the meeting at which they were approved.

Adopted: July 9, 2014

Previous versions: October 14, 2009; March 14, 2007; March 14, 2000; October 24, 1978; April 1975; November 18, 1969