Creston – Kenilworth Neighborhood Association Bylaws

ARTICLE I. NAME OF ORGANIZATION: The name of the organization shall be Creston - Kenilworth Neighborhood Association (CKNA).

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 SE 26th Avenue on the west, following Powell Boulevard and Foster Road on the north, SE 60th Avenue on the east, and Holgate Boulevard on the south.

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in the Neighborhood Association shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws.

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.

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. The meetings shall be convened in the fall and spring and upon any day decided upon by the majority vote of the Board. General meetings may be run concurrently with scheduled board meetings. Notification shall be by mail, 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 for all active members.

Section 2 Special Membership Meetings: Special meetings of the membership may be called by the Co-Chairs/Chairperson or by majority vote of the Board as deemed necessary. Notification shall be by mail, 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.

Section 3 Emergency Meetings: Emergency meetings of the membership may be called by the Co-Chairs/Chairperson or by a majority membership of the board as deemed necessary. Notification shall be by mail, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication apt to reach a majority of the members. These meetings may be called with less than seven (7) days notice but not less than twenty-four (24) hours notice to the general public and all active members. Parties with a known interest in the subject of the emergency meeting shall receive direct notice, even if they have not requested such. These meetings are limited to discussion of the emergency. The nature of the emergency and reason why the meeting could not be delayed to meet the standard for a special membership meeting shall be addressed in the minutes.

Section 4 Agenda: Subject to the approval of the Board, the Co-Chairs/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 agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 5 Quorum: A quorum for any general or special meeting of the neighborhood association shall be a majority of the members present but shall not be less than five (5). Unless otherwise specified in these bylaws, decisions of the neighborhood association shall be made by a majority vote of the members present.

Section 6 Participation: Any general, special, emergency, 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 reports.

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

ARTICLE VII. BOARD OF DIRECTORS:

Section 1 Number of Board Members: There shall be at least three (3) and no more than fifteen (15) Board members.

Section 2 Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3 Terms of Office: Terms are two years in duration. Positions 1, 3, 5, 7, 9, 11, 13 and 15 are elected or re-elected in odd number years and positions 2, 4, 6, 8, 10, 12 and 14 are elected or re-elected in even number years.

Section 4 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 5 Election of Board Members: Open board positions shall be elected annually by a vote of the membership at the spring meeting, typically in May. 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 6 Election of Officers: Board members shall meet after the spring general meeting and, by majority vote of the Board members present, elect a Co-Chairs/Chairperson, Secretary and Treasurer. The remaining Board members shall be members-at-large.

Section 7. A. Duties of Board Members: The Board shall have the 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.

c. Appoint committees to perform necessary functions and represent the neighborhood association on specified topics.

d. Establish a plan for maintaining and encouraging involvement in the neighborhood association

Section 7. B. Duties of Board Officers:

a. Co- Chairs/Chairperson: The Co-Chairs/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 Co-Chairs/Chairperson shall represent the position of the Board and the interests of the neighborhood association.

b. Secretary: The Secretary shall record and maintain minutes of Membership and Board meetings, assist the Co-Chair/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.

c. 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.

Section 8 Board Meetings:

a. Board meetings are held once a month, except July and August, with the attendance of the Board and interested members. These meetings are chaired by the Co-Chairs/Chairperson.

b. Special Board meetings may be called by the Co-Chairs/Chairperson by giving notice to each officer and Board member of the time, place, and items to be discussed or acted upon at least three (3) calendar days before the special meeting. A special meeting shall not be called unless insufficient time is available to consider a pertinent matter at the regular Board meeting,

c. A quorum consists of a majority of the currently elected Board members.

d. The Board shall be notified not less than three (3) days preceding any board meetings; Notification shall be by mail, electronic mail or telephone calls to all board members and or any media apt to reach a majority of the membership.

Section 9 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 10 Termination for non-attendance: Board members failing to attend three 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 Co-Chairs/Chairperson. Committees must report their activities to the board no less frequently than once a month, including recommendations they would like the board to consider in it's capacity to act in the interest of the association.

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES: A transaction in which a board member 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 board member'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 board members who have no direct or indirect interest in the transaction. A transaction may not be authorized by a single board member. If a majority of the board members 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 board member with a direct or indirect interest in the transaction does not affect the validity of the action taken by the Board. The board member with the direct or indirect conflict of interest may elect to abstain from voting on the transaction.

ARTICLE X GRIEVANCE PROCEDURES:

A. GRIEVANCE: Any person or group may file a complaint based upon an alleged violation of the Neighborhood Association's bylaws or the ONI Standards. The complaint must be made in writing to the Board within forty-five (45) days of action.

B. GRIEVANCE COMPONENTS: The petition shall include the name and address of the petitioner, the nature of the grievance and suggested remedy.

C. GRIEVANCE COMMITTEE: Within seven (7) days after the receipt of the petition, the Chairperson will establish a grievance committee of three to include: one representative appointed by the Board of Directors, one representative appointed by the petitioner and one representative from the Neighborhood District Coalition. The committee shall investigate the matter and report to a general or special meeting within sixty (60) calendar days from receipt of the grievance.

D. GRIEVANCE RESOLUTION: The Committee shall attempt to resolve the complaint and shall submit a report of their recommendation and/or action to the complainant, Board, and membership. If the committee, Board, and petitioner cannot reach agreement, the grievance hearing shall appear on the notification of a general or special meeting. The general membership, by a majority vote of those present, can take action on the grievance. Such actions include, but are not limited to: sustaining the original action, reversing the original action, revising the original action or deferring further action pending further investigation. Reasoning and a tally of votes from the grievance hearing shall be documented and forwarded to the affected individuals and groups.

E. 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. Parties involved are encouraged to request free mediation from the current ONI-designated mediation assistance service

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, special or emergency 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 ONI Standards adopted July, 2005. 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 party vote(s) taken. A summary of dissenting views should be transmitted along with any recommendation made by the neighborhood association to the City. Official records will be kept on file at the coalition office.

ARTICLE XIII. NONDISCRIMINATION:

The neighborhood 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 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.