ARTICLE I: NAME

The name of this organization shall be the “Kenny Neighborhood Association” (herein KNA).

ARTICLE II: GEOGRAPHIC AREA

The geographic area served by the KNA shall be bounded by:
- South side 54th Street on the north
- West side of Lyndale Avenue on the east
- North side of Trunk Highway 62 on the south
- East side of Logan Avenue and east of (and including) property line of 1825 W 59th St and 1900 W 60th St.

ARTICLE III: PURPOSE

The purpose of this organization is: to encourage and support community involvement in the Kenny neighborhood; to stabilize and improve the residential, educational and economic status of the community; to function as a non-partisan, non-sectarian community action group keeping residents informed of proposals that affect the neighborhood; to coordinate and publicize activities in the community; to facilitate programs and projects to improve the neighborhood; and to represent the Kenny neighborhood before city boards, commissions, and other governmental entities. All the powers of this organization shall be exercised only so that this organization’s operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE IV: MEMBERSHIP

Section 1: Membership Defined

Membership is the right of any person who:
- Is 12 years of age or older and is a resident, property owner or business owner within the boundaries of the Kenny neighborhood.
- Is a single representative of any commercial business property, school, park, church or other organization within the boundaries of the Kenny neighborhood.

There is no membership fee and no limit to the number of members. All members may take part in discussions, make or second motions, and vote at general meetings.
Section 2: Membership Powers

The general membership has the ultimate authority in the organization including but not limited to:

- The power to elect members to the KNA Board
- Adoption and amendment of the KNA Bylaws

Section 3: Conflict of Interest

A member who receives any direct or indirect financial benefit from, or serves on any organization, project or development that is being considered by KNA, or by any of KNA’s task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues. A conflict of interest shall be deemed to exist if that person is a member of the immediate family (spouse, child, parent, sibling, or life partner) of the beneficiary of any action of the KNA.

Section 4: Non-Discrimination Defined

No person shall be denied membership based on race, color, economic status, religious belief, gender, ability status, sexual preference, and national origin or citizenship status.

Section 5: Whistle Blower

Any member may express concern and/or complaint about the practices of KNA and not receive any retaliation for that action in accordance with the KNA Whistle Blower Policy.

ARTICLE V: MEETINGS OF THE MEMBERS

Section 1: Regular Meetings

There shall be at least nine monthly Board meetings and one Annual Meeting of the members each year. The Annual Meeting of KNA shall include the election of Board Members and shall be held in April. Officers shall be elected to their positions at the first Board meeting that follows the Annual Meeting. Meetings shall be held within the Kenny neighborhood area or within close vicinity, and the meeting location shall be posted along with the Notice of Meeting as defined in Section 3 of this article. All meetings shall be free and open to the public. Accommodations per the Americans with Disabilities Act Amendment Act will be made when requested at least 10 days in advance.
Section 2: Special Board Meetings

Special meetings of the KNA Board may be called by the Chairperson or three or more Board Members, or by 25% of the KNA members. Board Members shall receive notice of the Special meeting at least two days before the meeting date. The agenda of a Special meeting is limited to items specified in the notice to KNA Board Members in calling the meeting.

Section 3: Notice of Meetings

Notice shall be published in the KNA newsletter and on the KNA website that KNA Board Meetings are held monthly on the third Tuesday. The notice shall include the time and place of the meetings. Notice of the Annual Meeting shall include notice that the election of Board Members shall occur at this meeting. In addition to such notices being published in the neighborhood newsletter, the KNA Board will request that the Southwest Journal publish notice, at no cost to the KNA, at least fifteen days in advance of the meeting. To the extent possible considering the date of any special meeting, the KNA Board will publish notice in the KNA newsletter of such special meeting.

Section 4: Quorum

- A quorum for the transaction of business for a KNA Monthly Board Meeting shall consist of 50% of the Board of Directors currently serving.
- A quorum for the transaction of business for the Annual Meeting of KNA shall be at least five members.
- A quorum for the transaction of business for a special meeting shall consist of 50% of the Board of Directors currently serving.

Section 5: Meeting Process

The KNA Chairperson shall chair meetings. In the absence of the Chairperson, meetings shall be chaired by the Vice-Chair, Secretary, or Treasurer of the Executive Committee, in that order of succession. All Board of Director meetings shall include a summary of the previous meetings minutes, read by the secretary; Treasurer’s report on the financial standing of the organization, and committee reports. The agenda shall be prepared by the Chairperson prior to the scheduled meeting. All KNA meetings shall be conducted in accordance with Robert’s Rules of Order, Newly Revised or by such procedures as are established by a unanimous vote of the KNA Board of Directors.

Section 6: Annual Elections

Voting for the Board of Directors shall occur at the April Annual Meeting. Each member of the organization shall have one vote, except for the Chairperson who
may vote only in the event of a tie. Members must be present at a meeting to vote.

Section 7: Action Without a Meeting

This organization recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the organization can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the organization, or to an officer or agent of the organization who is authorized by the organization to receive the communication.

Any action that may be taken by the Board of Directors may be taken without a meeting, when authorized in writing by 5 of the Directors. Any action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. All Directors entitled to vote shall be notified immediately of the action’s text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. Any action taken without a meeting will be presented as such in the Minutes of the next full Board Meeting immediately following the action.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: Board

The Board of Directors of KNA shall have no less than nine (9) members and no more than fifteen (15) members. The Executive Committee shall be made up of a Chairperson, Vice-Chair, Secretary, and Treasurer. No board member may hold more than one office simultaneously. All Directors shall serve a term of three years beginning at the time of election at the Annual Meeting.

A. Duties: It shall be the duty of the Board to:

- Perform any and all duties imposed upon them collectively or individually by these Bylaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided by these Bylaws, prescribe the duties of and fix the compensation, if any, of all officers, agents, and employees/contractors of the KNA;
• Supervise all officers, agents, and employees/contractors of the KNA to assure that their duties are performed properly;
• Meet at such times as required by these Bylaws.

B. Ethics of the Board: No Board Member shall in any way make commitments for the KNA unless expressly authorized to do so; and no such action shall in any way be recognized by the KNA unless expressly ratified or approved by the Board of Directors.

Section 2: Executive Committee

The Board will elect, from the existing members of the Board, a Chairperson, Vice-Chairperson, Secretary, and Treasurer, to serve as officers of the KNA. Members of the Executive Committee must be residents of the Kenny neighborhood. These officers will conduct and carry out the everyday organizational, fiscal, administrative, and supervisory duties of the KNA. All officers will be subject to the control of the Board of Directors.

Chairperson Duties:
  • The Chairperson shall have the power of general management of the affairs of the KNA;
  • The Chairperson shall act as official spokesperson of the KNA and perform other such duties as may be prescribed by the Board of Directors;
  • The Chairperson shall preside at all KNA meetings and facilitate such meetings in a productive, efficient manner;
  • The Chairperson shall submit at the Annual Meeting a report of the activities and accomplishments of the KNA during the preceding year;
  • The Chairperson shall act as KNA Compliance Officer according to the KNA Whistle Blower Policy;
  • The Chairperson may direct the Treasurer to make payments from non-NRP accounts of no more than $100 without full Board approval. These disbursements must be acknowledged at the next full meeting of the Board of Directors.

Vice-Chairperson Duties:
  • In the absence of the Chairperson, or in the event of the Chairperson’s inability or refusal to act, the Vice-Chairperson shall perform all the duties of the Chairperson, and when so acting shall have the powers of, and be subject to all the restrictions on, the Chairperson;
  • The Vice-Chair shall have other powers and perform other such duties as may be prescribed by these Bylaws, or may be prescribed by the Board of Directors.

Secretary Duties:
  • The Secretary shall record and certify the minutes of each meeting;
• The Secretary shall keep where the Board may determine, a book of detailed minutes of all meetings of the Board of Directors and of the Annual Meeting, and the names of those present;
• The Secretary shall see that all notices are duly given in accordance with these Bylaws;
• The Secretary shall exhibit at all reasonable times to any requesting KNA member, the Bylaws and the minutes of the proceedings of the Board of Directors of the KNA;
• The Secretary shall, in general, perform all duties incident to the office of the Secretary and such duties as may be required by these Bylaws, or which may be assigned to him or her by the Board of Directors.

Treasurer Duties:
• The Treasurer shall have charge and custody of, and be responsible for, all funds and accounts of KNA, and deposit all such funds in the name of KNA in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
• The Treasurer shall receive monies due and payable to KNA from any source whatsoever;
• The Treasurer shall disburse the funds of KNA as may be directed by the Board of Directors, taking proper documentation for such disbursements;
• The Treasurer shall keep and maintain adequate and correct amounts of KNA’s transactions;
• The Treasurer shall exhibit at all reasonable times the financial records to any Board Member of KNA;
• The Treasurer shall render to the Chairperson or Board of Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the KNA;
• The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
• The Treasurer shall, in general, perform all duties incident to the office of Treasurer and other duties as may be required by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 3: Elections

The elections of the Board of Directors shall be conducted at the Annual Meeting with the duties of the new Board Members being activated at that time. In order to have staggered elections, for the first election only, one-third (1/3) of the Board of Directors shall be elected for a three-year term, one-third (1/3) shall be elected for a two-year term, and the remaining Board Members shall be elected for a one-year term. The nominating committee, assigned by the Board, shall nominate all prospective Board Members, and shall coordinate the election. The Board will elect the Officers at the first Board meeting following the Annual Meeting.
Section 4: Removal and Resignation

Four (4) absences by a Board Member in a twelve-month period may be cause for removal by the Board upon a majority vote of the other Board Members. Any Executive Committee Member may be removed from office by a two-thirds (2/3) vote of the KNA Board of Directors, at a Board of Directors Meeting, or a Special Meeting called for that purpose, but with due notification of such action and the right to be heard thereon.

The resignation of any Board Member may be given at any time, by giving written notice to the Executive Committee or the Chairperson. The resignation will take effect when it is delivered unless the written notice states otherwise. If the resignation of a Board Member is critical to the operations of the KNA, the vacancy shall be filled by appointment by the Board of Directors at the next monthly board meeting.

ARTICLE VII: MISCELLANEOUS

Section 1: Committees

The KNA Board of Directors shall establish, appoint, and dissolve committees to further the purposes of the KNA. The Board of Directors may designate at least one Board Member per each committee to act as a liaison between the Board of Directors and the Committee. The committees shall submit their recommendations to the Board of Directors. All committee recommendations and actions are subject to approval by the KNA Board.

Section 2: Fiscal and membership year

The fiscal year of the KNA shall be from June 1 to May 31, and the membership year of the Board of Directors of KNA shall be from April to April.

Section 3: Grievances

All grievances against KNA or any of its activities, shall be made in writing and directed to the Board of Directors. The grievance shall be given to all Board Members at the next possible Board of Director meeting at which time it shall be considered. The Board of Directors shall respond in writing, within thirty (30) days of this meeting. Upon receipt of the written Board response, the complainant has 30 days to appeal or accept the written response. If no further action is taken within thirty (30) days, the Board will consider the matter resolved. If the complainant is not satisfied with the Board’s determination, the complainant may apply for any and all remedies due under law.
Section 4: Professional Conduct

Officers, Board Members, and committee members of the organization are expected to conduct themselves in a courteous and professional manner. If breaches of conduct or order occur during any meeting, the Chairperson will follow the disciplinary procedures outlined in Robert’s Rules of Order.

ARTICLE VIII: AMENDING OR REPEALING BYLAWS

These bylaws may be amended by a two-thirds (2/3) vote of KNA members. Any amendment adopted shall become effective immediately or at such later date as set forth in the adopting resolution.

ADOPTION OF BYLAWS

The foregoing Bylaws were duly adopted by the Members of the KNA at the KNA Annual Meeting held April 20, 2010.

Dated: April 20, 2010

By ________________________
KNA Secretary