

EVERGREEN NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I. NAME

The name of this organization shall be Evergreen Neighborhood Association, hereinafter called the "Association."

ARTICLE II. PURPOSE

The purpose of the Association is to provide a forum for the membership to discuss matters of common concern and to represent the views of the members before appropriate public bodies. Matters of common concern include, but are not limited to, the livability of the neighborhood, city and region; participation in all phases of government processes with special emphasis on planning and land use, e.g., zoning, housing, community facilities, human resources, social and recreational programs, traffic and transportation, and environmental quality; and ongoing communication with Governments.

ARTICLE III. ASSOCIATION BOUNDARIES

The boundaries of the Association shall include those portions of Lake Oswego as identified in Exhibit 1, Evergreen Neighborhood Association Boundary Map, and as maintained by the City of Lake Oswego.

ARTICLE IV. GENERAL MEMBERSHIP

Section 1. Membership shall be open to all persons who are eighteen (18) years of age or older and who reside, own property, own fifty percent or more of a business, or represent a non-profit organization or a school located within the boundaries of the Association. Only one representative is allowed per business, nonprofit organization, or school.

Section 2. Any other person interested in the Association's purpose may be a non-voting member.

Section 3. Members shall be entitled to vote after their names and addresses have been properly recorded on the voting membership roster of the Association, so long as they continue to meet the requirements for Membership in ARTICLE IV Section 1.

ARTICLE V. OFFICERS

Section 1. The officers of this Association shall be Chairman, Vice Chairman, Treasurer and Secretary. Officers shall be voting members.

Section 2. The duties of the officers shall be as follows:

- a. The Chairman shall preside at all meetings of the Association and of the Board of

Directors; shall be responsible for maintaining liaison with private or public organizations whose operations may impact the neighborhood; for providing information to the membership concerning pertinent activities of these organizations; and shall perform such other duties as may be prescribed in these Bylaws, or assigned to the Chairman by the Board of Directors of the Association.

b. The Vice Chairman shall act as an aide to the Chairman; shall serve in the absence of the Chairman; and shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

c. The Treasurer shall keep records and ledgers in accordance with accepted accounting practices; shall give a report of current expenses and income as required; and shall perform such other duties as may be assigned by the Chairman or the Board of Directors.

d. The Secretary shall maintain records of Board and General Membership meetings; shall be responsible for correspondence; shall notify members and city staff of Board and General Membership meetings; shall provide the City with required documentation; and shall perform other duties as may be assigned by the Chairman or the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of the Officers, and a minimum of six (6) and maximum of 12 additional voting members of the Association. Board members shall be elected annually by the voting membership.

Section 2. Meetings of the Board of Directors may be convened at the request of the Chairman or any three (3) members of the Board of Directors. The Board of Directors shall meet a minimum of quarterly.

Section 3. The Board of Directors shall fill by majority vote any mid-term vacancy of an officer or, at the Board's discretion, the vacancy of another board member. The member or officer so appointed shall fill the office for the balance of the unexpired term.

Section 4. The Board of Directors shall govern the affairs of the Association by reason of the authority of these Bylaws. Failure of a member of the Board of Directors to uphold these Bylaws may cause his/her removal from the Board by a majority vote of the Board.

Section 5. The Board of Directors shall take such action as necessary to comply with the Oregon Public Meetings and Records Law (ORS 192.610 et seq.) for those items that the Association gives advice or recommendations to any governmental body, Commission, or committee.

Section 6. The duties of the Board of Directors shall be to:

- a. Transact business between general membership meetings and such other business as may be referred to it by the membership or by any of the committees.
- b. Present a report of its activities at general membership meetings.
- c. Establish arrangements, agendas and priorities for all meetings of the general membership.
- d. Consider proposals and grievances as provided in Article X, Section 3.
- e. Establish and maintain a continuing liaison between the Association and appropriate officials and departments of the City of Lake Oswego and other appropriate government bodies.
- f. Discuss at each Board of Directors meeting any materials the City of Lake Oswego has provided.
- g. Inform the membership and solicit their opinions on any issue that, in the opinion of a majority of the Board of Directors, is material or significantly affects the neighborhood, before adopting any policy or recommendation.
- h. Make all policy decisions public through Association newsletters and emails, and available to the media.
- i. Seek views of people affected by proposed policies or actions and adopt positions or stands for the Association and present majority and minority reports before public and governmental bodies. Positions adopted by the Board of Directors may be revised by the membership at general Association meetings.
- j. Inform the City of Lake Oswego of the date, place and time of each Board of Directors meeting, and of the issues addressed at such meetings.
- k. Recommend action, policy or comprehensive plan amendments to the City of Lake Oswego, or its agencies, on any matter affecting the livability of the neighborhood.
- l. Review proposed City of Lake Oswego budget items and make recommendations relating to neighborhood improvements.
- m. Work with the City to maintain a list of mailing addresses of members and potential members within the geographic boundaries of the Association. This list will be the official list for contacting Association members by U.S. mail.

- n. Help other new neighborhood associations trying to develop or be recognized.
- o. Communicate with other neighborhood associations regarding mutual concerns.
- p. Appoint a Nominating Committee two months prior to the annual election, with additional nominations accepted from the floor.
- q. Ensure transparency of all Board activity. This shall include full disclosure, to the Board of Directors, of any Board member's participation in organizations or meetings that pertain to neighborhood issues or concerns.
- r. Conduct other business of the Association as may arise.

ARTICLE VII. ELECTIONS

Officers of the Association and members of the Board of Directors of the Association shall be elected by a majority vote at an annual General Meeting which shall be held in the spring on a date selected by the Board. Elected officers and directors shall assume office at the end of the election meeting and shall serve for one year or until their successors are duly elected or appointed.

ARTICLE VIII. MEETINGS

Section 1. All meetings shall be open to the public and to the press. All requests for use of electronic recording devices must be approved by a majority of the membership present.

Section 2. General membership meetings shall be held a minimum of once per year at a time and place fixed by the Board of Directors. Meetings of the Board of Directors shall be held a minimum of quarterly.

Section 3. The Board of Directors shall call a special general membership meeting within fifteen (15) days if such a meeting is requested in writing by at least twenty-five (25) Association members. No USPS mail notification is required for a special general membership meeting, but the Board shall make every effort to inform the general membership in a timely manner by posting signs, sending email, and by other means as they are able.

Section 4. A quorum for a general membership meeting shall be 20 voting members in attendance in person or by proxy. A quorum for a meeting of the Board of Directors shall be a majority of the Board.

Section 5. Except as provided in Article XII, a determination of any question or issue at a general membership meeting shall be by a majority of those voting on the question or issue.

Section 6. Except as provided in ARTICLE VIII, Section 3., notice of general membership meetings shall be circulated not less than seven (7) days nor more than twenty-one (21) days prior to the meeting in accordance with the notification procedure in Article X, Section 1. Said notice shall describe major issues to be discussed and issues to be voted on.

Section 7. Members shall be entitled to vote at general membership meetings either in person or by proxy. Proxies may be general or limited. A general proxy must specify the person to whom the proxy is given. A limited proxy must specify the issue and the vote (yes or no). To be valid, a proxy must be signed, must include the member's printed name, address, and a phone number (for contact purposes), and delivered in writing to the Secretary or to another designated officer prior to the beginning of the meeting at which the vote is to be cast.

Section 8. In an emergency or in extraordinary circumstances requiring prompt action, an Emergency Board Meeting may be conducted. Emergency Board Meetings may be held upon less than 24 hours' notice, by such notice as is appropriate under the circumstances to each member of the Board and to the City. The reason for the emergency or the extraordinary circumstances shall be stated in the minutes of the meeting. Any Emergency Board Meeting may be conducted by telephone and/or email. Business conducted at an Emergency Board Meeting shall be reported at the next regular Board meeting and minutes of the Emergency Board Meeting shall be distributed in the same manner as minutes of regular Board meetings.

ARTICLE IX. STANDING COMMITTEES

Standing Committees shall be appointed by the Board of Directors as needed and disbanded when no longer needed.

ARTICLE X. ACCOUNTABILITY PROCEDURES

Section 1. Notification of general membership meetings shall be distributed either by mail, fax, email, or any combination of these, to all members of the Association and City Staff. Notice shall include the time, place, and agenda items. In addition, a written notice shall also be posted in a minimum of two prominent places in the neighborhood and, when possible, a meeting notice or announcement published in a local paper and posted to the city calendar.

Section 2. Notification of board meetings shall be distributed either by mail, fax, email, or any combination of these, to all members of the neighborhood association and City Staff. Notice shall include the time, place, and agenda items. Board meetings will also be posted to the city calendar when possible.

Section 3. Any member may present in writing proposals for action or grievances at any general membership meeting or Board of Directors meeting, or to any member of the Board of Directors. Such proposals and grievances shall be reviewed and recorded in the minutes.

Section 4. A member who is present at a meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent or abstention is entered in the minutes of the meeting. The right to dissent shall not apply to a member who voted in favor of an action.

ARTICLE XI. PARLIAMENTARY GOVERNMENT

All meetings shall be held in a business like and respectful manner and according to recognized parliamentary procedures of Robert's Rules of Order; however, fairness and common sense shall prevail over the technicalities of Robert's Rules in each instance.

ARTICLE XII. AMENDMENTS

These Bylaws may be amended at any regular meeting of the Association by a two-thirds (2/3) favorable vote of the members present in person or by proxy and voting on the proposed amendment. A copy of the proposed amendment must be sent to each member with the notice of the meeting. No provision of the Bylaws required by the City of Lake Oswego's Citizen Involvement Guidelines may be amended without the written consent of the City of Lake Oswego.

ARTICLE XIII. COMPENSATION

The Officers and members of the Board of Directors are not entitled to receive any compensation related to work for the Association, except for reimbursement of expenses authorized by the Board of Directors.

ARTICLE XIV. SAVING CLAUSE

In any clause, sentence, paragraph, section, article or portion of these Bylaws for any reason shall be adjudged invalid by a court having jurisdiction, such judgment shall not affect, impair or invalidate the remainder of these Bylaws, but shall be confined in its operation to that part directly involved in the controversy.

EXHIBIT 1: Evergreen Neighborhood Association Map
<http://www.ci.oswego.or.us/planning/evergreen-neighborhood-association>

Bylaws approved as revised at General Membership meeting May 7, 2015.