

**AMENDED BY-LAWS OF
LAKE GROVE NEIGHBORHOOD ASSOCIATION, INC.
AN OREGON NON-PROFIT CORPORATION**

As Revised and Adopted February 1, 1999

As Revised and Adopted on September 15, 2008

ARTICLE I. NAME AND PURPOSE

Section 1.1. These By-Laws have been adopted by and shall govern the structure, functions, and activities of the Lake Grove Neighborhood Association (“The Association”).

Section 1.2. The purpose of the Association is to provide a forum for its 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, participation in all phases of government process with special emphasis on planning, land use and ongoing communication with City government.

Section 1.3. The Association is a citizen advisory committee as described in Statewide Planning Goal 1, Citizen Involvement and, as such, it shall help develop and maintain the City of Lake Oswego Comprehensive Plan and its land use regulations. It also shall convey advice and concerns on planning issues and development proposals to the Lake Oswego Planning Commission, the Lake Oswego Development Review Commission, the Lake Oswego Budget Committee, and other deliberating bodies as it determines is appropriate. It also will convey information from local officials to neighborhood residents.

ARTICLE II. BOUNDRIES AND MEMBERSHIP

Section 2.1. The boundaries of the Association at the time of adoption of the bylaws September 20, 2008 are as depicted on the attached map, marked Exhibit A. The boundaries of the Association may be amended from time to time by the City Council of the City of Lake Oswego, with consent of the Lake Grove Neighborhood Association Board of Directors.

The boundaries depicted on Exhibit A shall include that land in Lake Oswego, Oregon, lying within the confines of a line which begins at the intersection of the southerly right-of-way line of the Portland and Western Railroad track (which is about 200 feet south of the intersection of Upper Drive and Lower Boones Ferry Road) and Lower Boones Ferry Road, and continues northerly along the middle of Lower Boones Ferry Road to the north side of Twin Fir Road; thence along the northerly side of Twin Fir Road to its intersection with Edgemont Road; thence along Edgemont Road including all lots abutting Edgemont Road and an imaginary extension of Edgemont Road along the northerly edge of Iron Mountain Park, extending to the boundary of tax lot 100, tax map 2 1E 9; thence along the eastern edge of tax lot 601, tax map 2 1E 9 south along the east property line to its intersection to the railroad track, thence southwesterly along the railroad track to the point of beginning.

Section 2.2. All persons who are eighteen (18) years of age or older and who either reside in, own property in, are representative of a nonprofit organization which is located in, or who own or operate a business which is located within the Association boundaries are members of the Association.

Section 2.3 Each member shall be entitled to vote on issues submitted to the membership in accordance with these By-Laws.

Section 2.4. Dues or fees shall not be required for membership. The Association may seek voluntary contributions from members and may conduct fundraising functions when the Board directs.

ARTICLE III. OFFICERS

Section 3.1. The Officers of the Association shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer.

Section 3.2. The duties of the Officers shall be:

- a. The Chairperson shall preside at all meetings of the Association and of the Board of Directors and shall be an ex-officio member of all committees established by the Board of Directors and/or the membership of the Association. The Chairperson shall be responsible for carrying out the decisions and/or directions of the Board, and shall be the official contact for all information, written or verbal, to or from the City of Lake Oswego or any other parties desiring to contact or do business with the Association. The Chairperson shall review all communications directed to the Association, and shall have discretion to respond appropriately or to solicit the opinion of the Board.
- b. The Vice-Chairperson shall act as an aide to the Chairperson, and shall serve as the acting Chairperson in the absence of the Chairperson. In addition, the Vice-Chairperson shall perform other duties as may be assigned by the Board.
- c. The Secretary shall take and maintain minutes of all meetings of the Association and of the Board of Directors. A copy of the minutes of any meeting shall be provided to the Lake Oswego Planning Commission members and City staff. The names, addresses and phone numbers of officers and board members must be annually filed with the City. In addition to being responsible for maintaining the records and correspondence of the Association, the Secretary also shall cause to be maintained and updated the general membership mailing list, and shall perform such other duties as may be assigned by the Board.
- d.(1) The Treasurer shall keep ledgers of all monies received or expended by or on behalf of the Association. Expenditures of more than \$100.00 must be approved in advance by a majority of the Board of Directors.
- (2) All expenditures of Association funds will be made by check on a local bank upon the Chair or Treasurer's signature.
- (3) The ledgers of the Association and the records of the Treasurer shall be audited annually and approved by the Board of Directors at the first Board meeting following the September general meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. The activities of the Association shall be governed by a Board of Directors, as set forth in this Article of these By-Laws. The membership of the Board of Directors shall consist of at least nine (9) but not more than fifteen (15) members of the Association, as nominated by the Nominating Committee and elected by the membership at its annual general meeting. Additional nominations may be made from the floor at the annual meeting.

Section 4.2. Elected Officers and Directors shall serve for one (1) year, or until their successors are duly appointed or elected.

Section 4.3. Any vacancy which arises on the Board of Directors shall be filled by a majority vote of the Board. A member so appointed to the Board shall fill the position until the next annual meeting of the Association membership.

Section 4.4. Board meetings will be publicized and will be held at a time and place as fixed by the Board. The Board shall meet at least four (4) times each year, and shall hold its first meeting no more than thirty-one (31) days after the annual meeting of the Association membership.

Section 4.5. Meetings of the Board of Directors will be called upon request of at least one-third (1/3) of the members of the Board or by the Chairperson. A quorum shall consist of a majority of the Board.

Section 4.6. For other than an Emergency Board Meeting, as provided in Section 4.8, notice of Board of Directors' meetings, with its agenda, will be given as follows:

- a. Notice to Board Members. Notice to Board Members of any regular or Special Board Meeting will be given to each Director, at least 7 days prior to the day of such meeting and such notice shall state the time, place and agenda items of the meeting. All meetings of the Board shall be open to all Association members.

- b. Notice to Association Members and Other Persons. Notice stating the time, place and agenda items of any regular or special meeting shall be given at least 24 hours prior to the day of such meeting as follows:
 - (1) Meeting notice signs posted at two prominent places in the neighborhood, as the Board of Directors shall determine from time to time, and a meeting notice or announcement published in a local newspaper;
 - (2) On all matters upon which the Board of Directors will deliberate and make a recommendation to a City public hearing body, in addition to notices required under the subsections of Section 4.6 b.1 above:
 - (i). to such news media which have requested notice of the meeting;
 - (ii).to such persons who requested notice of the meeting;
- c. Written notice to persons listed in subsections (1) and (2) above may be given personally or by mail, fax, or e-mail as such addresses or other contact information on file with the Association or as obtained from the latest mailing list prepared by the Association.

Section 4.7. On all matters upon which the Board of Directors will deliberate and make a recommendation to a City public hearing body, the meetings of the Board of Directors shall be open to the public, except executive sessions as provided by the Oregon Public Meetings Law, ORS 192.660. For all other matters, meetings shall be open to the public unless a majority of the attending Board members vote to close part or all of the Board meeting to the public.

Section 4.8. Emergency meetings of the Board of Directors may be held without notice to the members of the Association if the reason for the meeting is stated in the minutes. Emergency Board Meetings may be held upon less than 24 hours notice, by such notice as is appropriate under the circumstances to members of the Board and to such news media that have requested notice of Board meetings. The business conducted at an emergency Board meeting

shall be reported to the membership at the next general meeting or in the next issue of the Association newsletter, whichever occurs first.

Section 4.9. The Board may adopt positions and shall govern the affairs of the Association.

Section 4.10. The duties of the Board of Directors shall include the following:

- a. Along with the Chairperson, to transact the business of the Association between general membership meetings. Subject to the limitations set forth in Section 3.2 above, the Board may expend funds of the Association for operating expenses.
- b. To appoint committees and assign tasks to those committees.
- c. To present a report of its activities and policy positions at general membership meetings and in any Association newsletter to the membership.
- d. To establish agendas and assign priorities for all meetings of the general membership.
- e. To consider proposals and issues presented by members or by the Board at any general membership or Board meeting.
- f. To establish and maintain a continuing liaison between the Association and officials and departments of the City of Lake Oswego and of other governmental bodies.
- g. To discuss at each Board Meeting materials the City of Lake Oswego has provided.
- h. To inform the membership and to solicit their opinions on any issue which the Board believes significantly affects the neighborhood.
- i. To adopt positions or stands for the Association and present majority and minority reports before public and governmental bodies after seeking views of people affected by proposed policies or actions. Positions adopted by the Board may be revised by the membership at general Association meetings.

- j. To inform the City of Lake Oswego of the date, place and time of each Board meeting and of the issues addressed at such meetings by providing meeting minutes, and an anticipated schedule of board meetings to the City annually.
- k. To 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. To elect annually, by majority vote from among the association members, Officers of the Association.
- m. Review proposed City of Lake Oswego budget items and make recommendations relating to neighborhood improvements.
- n. To cause a list of mailing addresses within the geographic boundaries of the Association to be maintained, together with such additional property owners not residing within the Association boundaries as request to be placed on the Association mailing list.
- o. To help other new neighborhood associations trying to develop or be recognized.
- p. To communicate with other neighborhood associations regarding mutual concerns.
- q. To review the policies and procedures of the Association.

ARTICLE V. ELECTION

Section 5.1. Officers of the Association and members of the Board of Directors shall be elected at the annual meeting of the Association membership. The annual meeting shall be held in the month of September of each year.

Section 5.2. Members of the Board of Directors are elected by a simple majority of those Association members present and voting at the annual general membership meeting.

Section 5.3. Elected Officers and Directors shall assume their positions at the end of the annual meeting and shall serve for one (1) year or until their successors are duly appointed or elected.

Section 5.4. Members of the Board missing three (3) consecutive, un-excused Board meetings may be replaced. The Board has the option to vote on and, if the motion is passed, replace the absent Board member. The vacancy created by this action will be filled according to Section 4.3 of the Bylaws.

ARTICLE VI. MEETINGS

Section 6.1. An Annual membership meeting will be held each September. Written notice of Annual membership meetings and election of officers shall be given by the Board not less than seven (7) days prior to the meeting. Notice of Annual membership meetings shall be distributed to all members of the neighborhood association, City Planning Commission and City Staff. Written notice may be given personally or by mail, fax, or e-mail. The meetings and notices shall meet the requirement of ORS Chapter 192.610, et seq., Public Meetings.

Section 6.2. In addition to Annual meetings, general membership meetings also may be held at such other times as may be called by the Chairperson or by the Board. If a request for a general membership meeting is submitted to the Board by at least fifteen (15) members of the Association, the Board will call a general membership meeting within fifteen (15) days of its receipt of such request.

Section 6.3. A quorum for general membership meetings shall consist of those members in attendance. Except as provided in ARTICLE IX, 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. Notice of general membership meetings, other than the annual general membership meeting, shall be given in the same manner as set forth in Section 4.6b.

Section 6.4. Any member may present proposals for action at any general membership meeting or Board meeting or to any Director. The results of motions and votes shall be recorded in the minutes.

Section 6.5. No meeting or business of the Association shall be held or transacted after 10:00 p.m. local time, unless a two-thirds (2/3) vote of those present calls for an extension of the meeting. In such case, duration of the extension shall be determined by the Chairperson.

ARTICLE VII. COMMITTEES

Section 7.1. The Association shall have two permanent committees.

- a. Nominations
- b. Newsletter

Section 7.2. Other committees may be established by the Board as needed.

Section 7.3. Committee members shall be appointed by the Association Chairperson.

Section 7.4. The records of any committee member acting on behalf of or representing the Association shall belong to the Association.

ARTICLE VIII. PARLIAMENTARY GOVERNMENT

Section 8.1. Robert's Rules of Order shall govern the procedures of the Association and of the Board when not covered by the By-Laws; provided, however, that fairness and common courtesy shall prevail over the technicalities of Robert's Rules in each instance. The Chairperson shall be the Parliamentarian at general meetings and at meetings of the Board. The Parliamentarian's decisions may be overruled by a majority of either meeting.

ARTICLE IX. AMENDMENTS

Section 9.1. These By-Laws may be amended at a general membership meeting of the Association by a two-thirds (2/3) favorable vote of the members present. A copy of the text for

amendment must have been made reasonably available to the membership at least two weeks prior to a general 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 X. COMPENSATION OF OFFICERS AND EMPLOYEES

Section 10.1. No officer, director or member of the Association, shall be entitled to receive any compensation for their services on behalf of the Association. The Board may authorize reimbursement for actual authorized expenses incurred by any member of the Association.

ARTICLE XI. AUTHORITY

Section 11.1. These By-Laws implement the Citizen Involvement Guidelines of the City of Lake Oswego and Statewide Planning Goal One, Citizen Involvement. In the event of inconsistency or conflict, Statewide Planning Goal One and Citizen Involvement Guidelines will control.

These Bylaws of the Lake Grove Neighborhood Association were duly adopted by the members of the Association at a General Meeting of the membership on the 15th day of September 2008.

Chair of the Association

Secretary of the Association

The City of Lake Oswego, finding that the above bylaws were duly adopted by the membership of the Lake Grove Neighborhood Association, following a well-publicized, general

neighborhood meeting held for the purpose of information, organization, adoption of minimum by-laws, establishment of boundaries and election of officers, do hereby declare the Lake Grove Neighborhood Association to be a Recognized Neighborhood Association for purposes of participating in the public meetings of the City of Lake Oswego.

Dated: _____

City of Lake Oswego

By: _____

Title: _____

EXHIBIT A

