

BYLAWS
THE BLUE HERON NEIGHBORHOOD ASSOCIATION
Adopted November 8, 2005

ARTICLE I NAME

The name of this association is the Blue Heron Neighborhood 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 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., land use, zoning, housing, community facilities, human resources, social and recreational programs, traffic and transportation, and environmental quality; and ongoing communication with Governments.

The Association may also undertake such activities as authorized for neighborhood associations pursuant to the City of Lake Oswego's Citizen Involvement Guidelines

ARTICLE III MEMBERSHIP AND BOUNDARIES

Section 1. Membership shall include the following persons residing or owning property or businesses within the neighborhood association boundaries:

- A. Residents who are eighteen years of age or older;
- B. Owners of property;
- C. Representatives of nonprofit organizations; and
- E. Owners or managing agents for businesses.

(Only one representative is allowed per nonprofit organization, or business.)

Section 2. Each member is entitled to vote on issues submitted to the membership and at the annual meeting.

Section 3. There are no dues or fees for membership. The Association may seek voluntary contributions from members and may conduct fund-raising functions when the Board directs.

Section 4. The boundaries of the Association at the time of formation 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.

ARTICLE IV BOARD OF DIRECTORS

Section 1. The Board of Directors consists of at least seven (7) general Association members, including officers.

Section 2. Any vacancy on the Board is filled by a majority vote of the remaining members of the Board. The member so elected fills the position until the next general membership meeting of the Association.

Section 3. A. Meetings of the Board of Directors may be convened by any three members of the Board. Board meetings will be held at times and places fixed by the Board. The Board of Directors will meet at least semi-annually.

B. 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.

For other than an Emergency Board Meeting, as provided in Section 3C, notice of Board of Directors' meetings, with its agenda, will be given as follows:

1. Notice to Board Members. Notice to Board Members of any regular or Special Board Meeting will be given to each Director, at least seven days prior to the day of such meeting and such notice shall state the time, place and agenda items of the meeting.
2. 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:
 - a. meeting notice signs posted at two prominent places the neighborhood, as the Board of Directors shall determine from time to time, and a meeting notice or announcement published in a local newspaper;
 - b. 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 Section 3.B.2 above:
 - (i). to such news media which have requested notice of the meeting;
 - (ii).. to such persons who requested notice of the meeting.
3. Written notice to persons listed in subsections (1) and (2) above may be given personally or by mail, fax, or e-mail at such addresses or other

contact information on file with the Association or as obtained from the latest mailing list prepared by the Association.

C. 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 members of the Board and to such news media that have requested notice of Board meetings. 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.

Business conducted at an Emergency Board Meeting will 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.

D. A quorum consists of the majority of the Board of Directors.

E. 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 4. The duties of the Board of Directors are:

A. To transact the business of the Association between general membership meetings. The Board may order the expenditure of 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.

D. To establish agendas and assign priorities for all meetings of the general membership.

E To consider proposals as provided in ARTICLE VII, Section 4.

F. To establish and maintain a continuing liaison between the Association and officials and departments of the City of Lake Oswego, other governmental bodies, other neighborhood associations, or groups.

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, in the opinion of the Board, significantly affects the neighborhood.

I. After seeking views of people affected by proposed policies or actions, to adopt positions or stands for the Association and present majority and minority reports before public and governmental bodies. 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.

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 Board members, Officers of the Association if the Officers are not elected by the general members.

M. Review proposed City of Lake Oswego budget items and make recommendations relating to neighborhood improvements.

N. To cause a list of mailing addresses of members and potential members 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.

ARTICLE V OFFICERS

Section 1. The Officers of the Association consist of a Chair, a Vice-Chair, and a Secretary, and such other officers as established from time to time by resolution of the membership at an Annual meeting.

Section 2. The Officers are elected for one-year terms, between annual general membership meetings of the Association.

Section 3. The duties of the officers are:

A. The Chair presides at all meetings of the Association and of the Board of Directors; serves as the official contact for all written/oral communications with the

Association; performs all the duties of supervision and management as pertains to the office of the Chair; and performs such other duties as may be designated by the Board.

B. The Vice-Chair serves in the absence of the Chair; serves as chair of the nominating committee; serves as treasurer; and performs such other duties as the Board may designate. As treasurer, the Vice-Chair collects and receives all money contributed to the Association; deposits it in a bank account designated by the Board; disburses the same only upon order of the Board; presents statements to the Board at meetings and presents a report at the annual general membership meeting.

C. The Secretary keeps minutes of the annual and general meetings of the Association, and of all meetings of the Board; notifies all Officers and Directors of their elections; signs, with the Chair, all contracts when so authorized by the Board and performs such other functions as may be incident to the office. 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.

ARTICLE VI ELECTIONS

Section 1. Members of the Board of Directors and the Officers are elected at the annual general membership meeting of the Association on a date selected by the Board.

Section 2. Members of the Board of Directors and the Officers are elected by a simple majority of those Association members present and voting at the annual general membership meeting.

ARTICLE VII MEETINGS

Section 1. General membership meetings are held at least once a year. Additional meetings may be called by the Board. The Board will call a general membership meeting within fifteen days if such a meeting is requested in writing by at least twenty members of the Association.

Section 2. Written notice of the annual general membership meeting and election of members of the Board of Directors 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. Notice of general membership meetings, other than the annual general membership meeting, shall be given in the same manner as set forth in Article IV Section 3B, Subsections 1, 2 and 3.

Section 3. A quorum for general membership meetings consists of those members in attendance. Except as provided in ARTICLE IX, a determination of any question or issue at a general membership meeting is made by a majority of those present and voting on the question or issue. All motions made and voting is recorded in the minutes.

Section 4 Any member may present proposals for action at any general membership meeting or Board meeting or to any Director.

ARTICLE VIII COMMITTEES

Committees are established by the Board as needed, and the Board shall designate term lengths for the committee members and the duration of the committee. The members of various committees are appointed by the Board.

ARTICLE IX AMENDMENTS

These Bylaws may be amended through a general membership meeting of the Association by a two-thirds favorable vote of the members present. Before a membership vote can be taken, the text of the amendment must be read in full, a copy of the text must be reasonably available to the membership and notice of the proposed amendment must be given in accordance with ARTICLE VII, Section 2. 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 PARLIAMENTARY GOVERNMENT

Robert's Rules of Order govern the procedures of the Association and the Board when not covered by the Bylaws, provided, however, that fairness and common sense prevail over the technicalities of Robert's Rules in each instance. The Chair is the Parliamentarian at general meetings and the meetings of the Board. The Parliamentarian's decision may be overruled by a majority at either meeting.

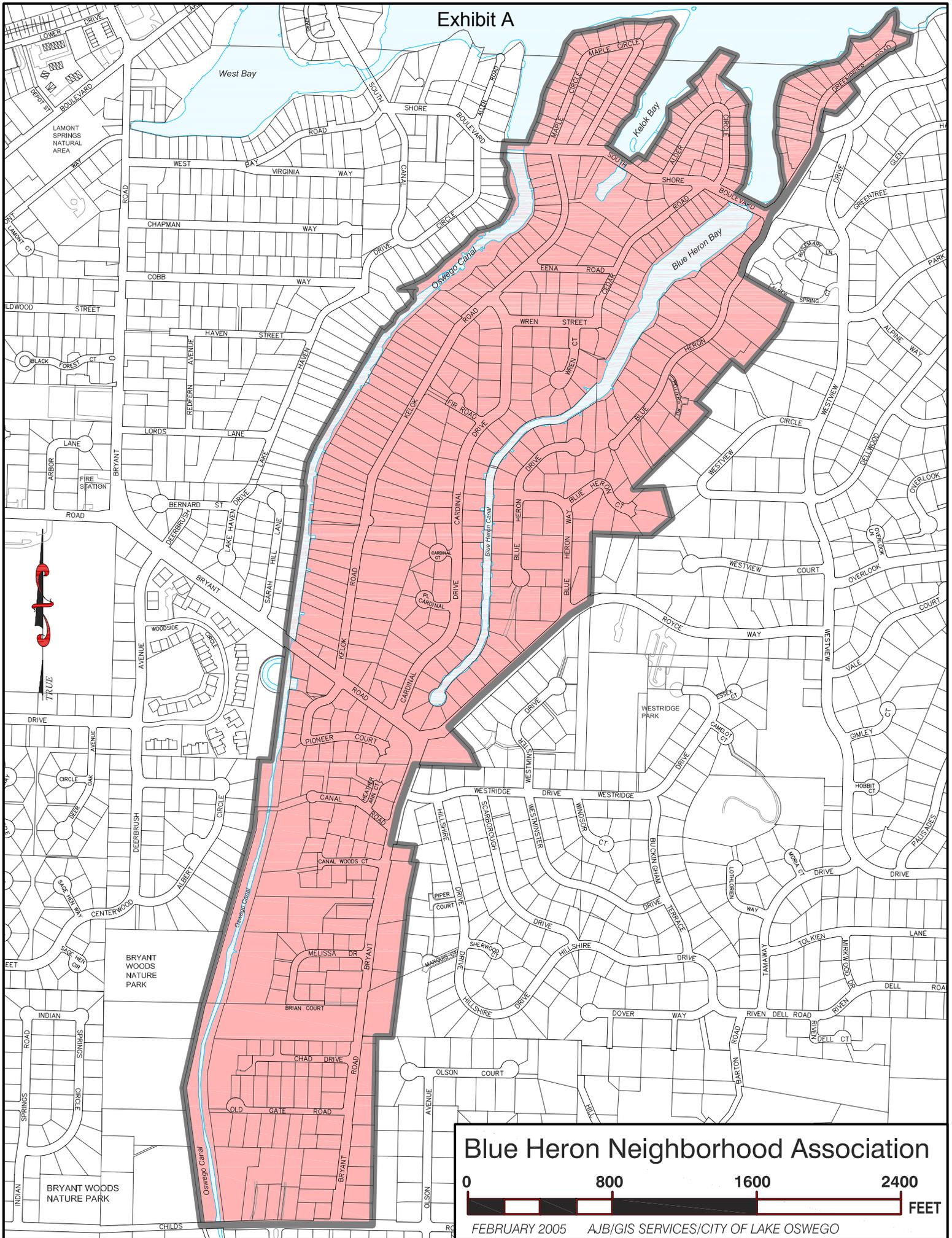
ARTICLE XI COMPENSATION

The Officers and Directors of the Association are not entitled to receive any compensation, except for reimbursement for expenses. The Board may authorize reimbursement for actual authorized expenses incurred by any member of the Association.

ARTICLE XII AUTHORITY

These Bylaws implement the Citizen Involvement Guidelines of the City of Lake Oswego and Statewide Planning Goal One, Citizen Involvement.

Exhibit A



Blue Heron Neighborhood Association

