



# Waluga Neighborhood Association

Established August 3<sup>rd</sup>, 1976

## Waluga Neighborhood Association

### Bylaws

(Amended November 16, 2004 & November 17, 2005)

#### ARTICLE I. NAME

The name of this association shall be Waluga Neighborhood Association, hereinafter called the "Association."

#### ARTICLE II. PURPOSE

The purpose of the Association is to provide a forum for the membership to work together for the improvement of neighborhood livability, 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., land use, zoning, housing, community facilities, human resources, social and recreational programs, traffic and transportation, and environmental quality; and ongoing communication with Governments.

#### ARTICLE III. MEMBERSHIP AND BOUNDARIES

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

Section 2. Each member shall be entitled to vote on issues submitted to the membership at the annual meeting as well as the election of officers and Board members.

Section 3. Mandatory dues or membership fees will not be required 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 shall include those portions of Lake Oswego as identified on Exhibit 1, Waluga Neighborhood Association Boundary Map and maintained by the City of Lake Oswego. The boundaries of the Association may be amended from time to time by the City Council of the City of Lake Oswego.

#### ARTICLE IV. OFFICERS

Section 1. The officers of this Association shall be: Chairman, Vice Chairman and Secretary-Treasurer. 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 a member ex-officio of all committees; and shall perform such other duties as may be prescribed in these Bylaw, or assigned to the Chairman by the Board 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 Association Board.
- c. The Secretary-Treasurer shall maintain complete records all meetings of the Board and of the general meetings of the Association; shall also be responsible for all correspondence and notification of members and the Board regarding meetings;



shall keep records and ledgers in accordance with acceptable accounting practices of all monies received or expended on behalf of the Association. Any expenditure above \$50.00 will be certified by the Treasurer and countersigned by either the Chairman or Vice-Chairman.

#### ARTICLE V. Board of Directors & Board Members at Large

Section 1. The Board of Directors shall consist of the Chairman, the immediate Past Chairman, the Vice Chairman, the Secretary-Treasurer and a minimum of five additional voting members of the Association elected by the voting membership.

Section 2. Any interim vacancy shall be filled by a majority vote of the members of the Board. The member so appointed shall fill the office for the balance of the term.

Section 3. Meetings of the Board may be convened at the request of any three (3) members of the Board or the Chairman. The Board of Directors shall meet at least semi-annually.

Section 4. The Board shall govern the affairs of the Association by reason of the authority of these Bylaws.

Section 5. Duties of the Board 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. Implement acceptable plans and work of the committees.
- c. Present a report of its activities at general membership meetings.
- d. Establish arrangements, agendas and priorities for all meetings of the general membership.
- e. Consider proposals and grievances as provided in ARTICLE X, Section 2.
- f. Establish and maintain a continuing liaison between the Association and appropriate officials and departments of the City of Lake Oswego, Oregon, and of other appropriate government bodies.
- g. Inform the membership and solicit their opinions on any issue, which in the opinion of a majority of the Board is material or significantly affects the neighborhood, before adopting any policy or recommendation.
- h. To consider materials provided by the City of Lake Oswego at Board Meetings.
- i. Adopt positions or stands for the Association to take before public and governmental bodies and present majority and minority reports.
- j. To inform the City of Lake Oswego, by assuring that the Association undertakes the following: making available written notices, meeting minutes and a list of officers and board members; annually communicating to the City Planning Commission and City Community Development Section Direct an anticipated schedule of board 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. Review proposed City of Lake Oswego budget items and make recommendations relating to neighborhood improvements.
- m. 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 requested, to be placed on the Association mailing list.
- n. To help other new neighborhood associations trying to develop or be recognized.
- o. To communicate with other neighborhood associations regarding mutual concerns.
- p. Appoint Board Members at Large before January of the following year.

Section 6. The Board members at Large shall consist of 5-20 people appointed by the Board for a minimum of 2 years.

- a. Board Members At Large would have no voting rights in board decisions.
- b. The term for Board Members At Large could be staggered so that the total number of appointees named in the first year would be different from those appointed in the second. This would prevent having to appoint all new Board Members at Large at the same time.
- c. The total number of appointed Board Members At Large for any year would be up to



the discretion of the Board\*. The minimum number would be 5 and the maximum would be 20.

- d. Board Members at Large would not be required to attend every board meeting, but would be encouraged to attend at least one, so that more neighborhood input is brought to the meetings. Attendance at the annual general meeting is strongly encouraged.
- e. At Large Board Members will be provided regularly with minutes of the meetings.

\*Board Members at Large would be selected from a wide cross section of the neighborhood so that each geographic section or residential complex of the WNA boundary is represented.

#### ARTICLE VI. WALIGA NEIGHBORHOOD ASSOCIATION 501(C) 3 CHARITABLE FOUNDATION

Section 1. The board shall direct the management of the Waluga Neighborhood Association 501(C) 3 Charitable Foundation.

Section 2. The purpose of this foundation shall be to promote the safety, beautification and charitable activities that the Waluga Neighborhood Association shall deem to be appropriate.

Section 3. The member(s) of this foundation; shall be appointed by the Board of Directors, for the purpose of overseeing its operation.

#### ARTICLE VII. ELECTIONS

Section 1. Officers and members of the Board of the Association shall be elected annually by all members of the association in attendance at a general meeting designated to include elections. Elected officers and members of the Board shall assume office on January 1 following the election and shall serve for a term of one year or until their successors are duly elected.

#### ARTICLE VIII. MEETINGS

Section 1. All meetings shall be open to the public.

Section 2. Board meetings shall be held a minimum of semi-annually at a time and place fixed by the Board. General membership meetings shall be held in the fall of the year at a time and place fixed by the Board. Additionally, the Board shall call a general membership meeting within fifteen (15) days if such a meeting is requested in writing by at least fifteen (15) members.

Section 3. Notice of general membership meetings shall be circulated not less than ten (10) days prior to the meeting, in accordance with the notification procedure in ARTICLE X, Section 1.

Section 4. Except as provided in ARTICLE XII, a determination of any question of issue at a general membership meeting shall be by a majority of those members in attendance voting on the question or issue.

Section 5. A quorum for a general membership meeting shall be the voting members in attendance. A quorum at a meeting of the Board shall be five (5) members.

Section 6. All general and Board meetings will comply with the provisions of the Oregon Public Meetings Law, ORS 192.610 et.seq.

#### ARTICLE IX. STANDING COMMITTEES

Section 1. Standing Committees shall be appointed by the Board.

#### ARTICLE X. ACCOUNTABILITY PROCEDURES

Section 1. Written notification of general membership meetings shall be either by mail, fax, e-mail, in person, or any combination of these, to all members of the neighborhood association, City Planning Commission and City



Staff.

Section 2. Notice of General membership meetings and Board meetings to be posted in two prominent places and a meeting notice or announcement published in a local paper.

Section 3. Any members may present proposals for action or grievances at any general membership meeting or Board meeting or to any member of the Board. The member submitting the proposal or grievance shall be notified at least ten (10) days in advance of the date, time and place that the proposal or grievance will be reviewed.

#### ARTICLE XI. PARLIAMENTARY GOVERNMENT

Section 1. Robert's Rules of Order shall govern the procedure of the Association or the Board when not covered by the Bylaws.

#### ARTICLE XII. AMENDMENTS

Section 1. These Bylaws may be amended at any regular meeting of the Association by a two-thirds (2/3) favorable vote of the voting members present if a copy of the text has been reasonably available to the membership and notice of proposed amendment has been given in accordance with ARTICLE VIII, Section 3.

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 XIII. COMPENSATION OF OFFICERS

Section 1. The officers, directors and members shall not be entitled to receive any compensation. ARTICLE XIV. AUTHORITY

Section 1. These Bylaws implement the Citizen Involvement Guidelines and Statewide Planning Goal 1, Citizen Involvement. In the event of inconsistency, the Statewide Planning Goal and the Guidelines will govern.



EXHIBIT I

Waluga Neighborhood Association Boundary Map

