

BY-LAWS  
OLD TOWN NEIGHBORHOOD ASSOCIATION  
LAKE OSWEGO, OREGON 97034

Adopted November 3, 1988  
Amended April 27, 1995  
Amended March 19, 2006  
Amended March 14, 2019

ARTICLE I            NAME

The name of this organization shall be the Old Town 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 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. All persons who are eighteen (18) years of age or older, and who either reside, own property, operate a non-profit organization or own a business located within the boundaries of the Association.

Section 2. Each member shall be entitled to vote on issues submitted to the membership and at the General Meetings.

Section 3. Dues or fees shall 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 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           OFFICERS

Section 1. The Officers of the Association shall consist of a Chairperson, a Vice Chairperson, a Secretary and a Treasurer.

Section 2. The duties of the officers shall be:

- a. The Chair shall set the agenda with assistance from the Board and membership, preside 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 and shall be a member ex-officio of all committees. The Chairperson shall review all communications directed to the Association and share information with the Board and membership.
- b. The Vice-Chair shall act as an aide to the Chairperson, serves in the absence of the Chair; serves as chair of the nominating committee; and performs such other duties as the Board may designate.
- c. The Secretary shall keep and maintain minutes of all meetings of the Association, and of all meetings of the Board and shall be responsible for records and correspondence of the Association and shall perform other duties as may be assigned by the Board. 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.
- d. The Treasurer shall keep ledgers of all monies received or expended on behalf of the Association. Any expenditure of Association funds must be approved by the membership at a regular meeting or by the Board.

ARTICLE V                      BOARD OF DIRECTORS

Section 1. The board of Directors shall consist of seven to nine (7 to 9) people, including the Chair, the Vice Chair, the Secretary, and the Treasurer and three to five (3 to 5) Directors with the number determined at the election by the membership present based on the number of nominees.

Section 2. Any Board member who becomes ineligible, unwilling or unable to complete his/her term shall inform the Board as soon as possible.

Section 3. Any vacancy on the Board shall be filled by a majority vote of the Board. The member so appointed shall fill the office until the next ~~annual~~ General Meeting of the Association.

Section 4.

- a Meetings of the Board of Directors may be convened by three (3) members of the Board or by the Chairperson. A quorum shall consist of a majority of the Directors. 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 Board members in attendance vote to close part or all of the Board meeting to the public.
  - 1. For other than an Emergency Board Meeting, as provided in Section 3C, notice of Board of Directors' meetings 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. Meeting notice signs shall be 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;
  - 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 subsection (1) above:
    - (i). to such news media which have requested notice of the meeting; and
    - (ii). to such persons who requested notice of the meeting.
- 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.
  - 1. 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 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 5. The duties of the Board of Directors shall be:

- a. To transact the business of the Association between general membership meetings. 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 a newsletter.
- d. To establish agendas and assign priorities for all meetings of the general membership.
- e. To consider proposals and grievances 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 and of other government 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, in the opinion of the Board, significantly affects the neighborhood.
- i. To adopt positions on stands for the Association and present majority and minority reports before public and governmental bodies.
- j. To inform the City of Lake Oswego of the date, place and time of each Board meeting, and of the issues to be addressed at such meetings; and to regularly provide meeting minutes, list of officers and board members and 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.

Section 6.

ARTICLE VI            ELECTIONS

Section 1. Officers of the Association and six (6) directors shall be elected at a General Meeting which shall be held in the month of October on a date selected by the Board. Elected officers and directors shall assume offices at the end of the election meeting and shall serve for one (1) year or until their successors are duly appointed or elected.

Section 2. Eligibility – only persons eligible for Old Town Association membership shall qualify to hold an elected or appointed position.

ARTICLE VII            MEETINGS

Section 1. General Meetings shall be held every October and additionally when called by the Board. The Board shall call a general membership meeting within fifteen (15) days if such a meeting is requested in writing by at least eight (8) members. During the months when there is no General Meeting and on months that are scheduled by the Board for meetings, but no less than five (5) per calendar year, Board meetings shall be held at a time and place to be fixed by the Board.

Section 2. Notice of general membership meeting shall be circulated not less than ten (10) days prior to the meeting. Notification of all general membership meetings shall be either by mail, personal contact, fax, email or any combination of these.

Section 3. A quorum for general membership meetings shall consist of those members in attendance. Except as provided in ARTICLE X, 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 4. Any member may present proposals for action or grievance at any general membership meeting or Board meeting to any director. All motions and voting shall be recorded in the minutes.

Section 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 VIII COMMITTEES

Section 1. Committees shall be established by the Board as needed. The members of various committees shall be appointed by the Chairperson and approved by the Board.

## ARTICLE IX PARLIMENTARY GOVERNMENT

Section 1. “Robert’s Rules of Order” shall govern the procedure 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 “Roberts’s Rules of Order” 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 at either meeting.

## ARTICLE X AMENDMENTS

Section 1. The By-laws may be amended at a general membership meeting by a two-thirds (2/3) favorable vote of the members present, if the text of the amendment has been read in full at the previous membership meeting or a copy of the text has been reasonably available to the membership and notice of proposed amendments has been 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 XI            COMPENSATION OF OFFICERS

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

# Exhibit A

