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# Birdshill CPO / NA

## BYLAWS

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**RATIFIED** *Rules to guide public involvement  
in the affairs of a community within both  
the City of Lake Oswego Oregon  
Urban Growth Management Area (UGMA)  
and Dual Interest Area (DIA) with  
Clackamas County Oregon*

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# Birdshill CPO / NA

## BYLAWS

**RATIFIED** *Rules to guide public involvement in the affairs of a community within both the City of Lake Oswego Oregon Urban Growth Management Area (UGMA) and Dual Interest Area (DIA) with Clackamas County Oregon.*

### Article I – Identity

#### Section 1 Name

The name of the organization shall be:  
Birdshill Community Planning Organization / Neighborhood Association  
(hereinafter as the Birdshill CPO / NA).

#### Section 2 City and County

The Birdshill CPO / NA is an organization of people who reside in within the area shown on “Exhibit B –Map of the Birdshill CPO / NA – Boundaries”, portions of which lie within the Jurisdictions of the City of Lake Oswego, and portions of which lie within unincorporated Clackamas County (hereinafter “City and County”).

#### Section 3 Document Guide

A Master Document to provide access to all other enabling, operating, and reference documents produced, released, and maintained by the Birdshill CPO / NA, may be accessed by the following Hyperlink: [AMST BHCN MstCmpd.doc](#).

DISCLAIMER: MANUALS, MASTER DOCUMENTS AND HYPERLINKS ARE FOR INFORMATION PURPOSES ONLY AND ARE NOT PART OF THESE BYLAWS.

#### Section 4 Required Statements

***Bold***, ***Italicized***, and **Underlined** typeface represents REQUIRED phrasing by:

1. The State of Oregon, through:
  - a. Law, Oregon Revised Statute (ORS).
  - b. Oregon Administrative Rules (OAR).
2. The County of Clackamas Oregon.
3. The City of Lake Oswego Oregon.

## Article II – Principles of Operation

### Section 1 Authority and Authorizing Documents

Authority to act and make comments as a community upon public policy with respect to the area of the Birdshill CPO / NA for the aspects of public infrastructure, land use, and the environment, are delineated in multiple documents at multiple levels of government jurisdiction. A list of documents of authority should be maintained in the Birdshill CPO / NA Manual of: Authority Documents, (Hyperlink: [MNUL\\_BHCN\\_Authority.doc](#)).

### Section 2 Implementation of Key Documents

These Bylaws implement the following Key Documents referenced in the Birdshill CPO / NA Manual of: Authority Documents:

1. Oregon Statewide Planning Goal One: Citizen Involvement.
2. Citizen Involvement Guidelines of the City of Lake Oswego.

### Section 3 Non Discrimination

In all endeavors and products conceived, produced, affirmed, endorsed and /or ratified by the Birdshill CPO / NA, this organization **will not knowingly attempt** to discriminate against individuals or groups on any basis of the following:

1. Race.
2. Religion.
3. Color.
4. Sex.
5. Sexual orientation.
6. Age.
7. Disability.
8. National origin.
9. Income. And /Or
10. Political affiliation.

### Section 4 Issues and Consultation With Members

In order to assure early and continued public involvement. With adequate time for citizen notification, study, and formulation of actions in all aspects of participation in governance that may affect both the area and residents of the Birdshill CPO / NA. The Board shall:

1. Communicate with leaders at multiple levels of governance, community groups, and area service providers and ascertain what issues that may consist of projects, programs, and initiatives that will affect the area of the Birdshill CPO / NA and members within the coming year.
2. Develop an Annual Report itemizing, identifying, labeling, delineating, and describing in summary form items ascertained in item 1 above.
3. Deliver or make available the Annual Report developed in item 2 above to the membership of the Birdshill CPO / NA, no later than the Monday following Labor Day each year.
4. Consult with the membership before making recommendations about neighborhood improvements.

1 **Section 5 Dues or Fees**

- 2 1. Members in the Birdshill CPO / NA are **not** required to pay dues or fees for any
- 3 period of time.
- 4 2. The Birdshill CPO / NA may accept or seek voluntary contributions from
- 5 Members.
- 6 3. The Birdshill CPO / NA may conduct fund raising functions at the direction of the
- 7 Board.

8 **Section 6 Compensation**

- 9 1. No member of the Birdshill CPO / NA is to be compensated for time spent on the
- 10 affairs of the Birdshill CPO / NA, but may seek reimbursement for funds spent on
- 11 behalf of the CPO/NA.

12 **Section 7 Public Discussion and Precedence to be Heard**

13 All meetings are open to any person or all groups that may wish to be heard.  
 14 Precedence to be heard however will be in the following order:

- 15 1. Chair of any meeting of the Birdshill CPO / NA, guided by Roberts Rules of Order.
- 16 2. Invited guests delivering information to a meeting of the Birdshill CPO/NA.
- 17 3. Inhabitants of the area of the Birdshill CPO / NA.
- 18 4. All other attendees or visitors at the discretion of the meeting chair with respect to
- 19 meeting time allotted or building schedule.

20 **Section 8 Public Disclosure of Meetings and Records**

- 21 1. All meetings of the Birdshill CPO / NA, Board of Directors and all committees
- 22 shall be held in accordance with the Oregon Public Meetings Laws.
- 23 2. All notices of all meetings shall be provided as required by **Oregon Public**
- 24 **Meetings and Records Law in ORS 192.640.**
- 25 3. All records refereed to in **Article XIII –Records** shall be available for inspection
- 26 as required by **Oregon Public Meetings and Records Law in ORS.192.610 et seq.**

27 **Section 9 Public Notification of Meetings**

28 **Public notification of all meetings of the Birdshill CPO / NA will be in accordance with**  
 29 **current written and cooperative policies established by the City and County. These**  
 30 **requirements may be identified in Birdshill CPO / NA Manual of: Public Notification,**  
 31 **(Hyperlink: [MNUL\\_BHCN\\_PubNote.doc](#)).**

32 **Section 10 Content of Public Notification of Meetings**

33 The content of notice of public meetings will include the following:

- 34 1. Date of meeting – specified to include calendar date and day of week.
- 35 2. Time of meeting – specified with clarity to mark time of day.
- 36 3. Location of meeting – specified to direct people to meeting room.
- 37 4. Clackamas County Land Use Applications – identified agenda items.

## Article III – Planning Authority

### Section 1 Existing Planning Authority

The existing planning departments of both City and County entities shall continue to have such planning authority over “real property” or parcels of land comprised of tax lots within their respective boundaries as is mandated by law.

### Section 2 Continuity of Laws, Rules, Policies and Agreements

The area of the Birdshill CPO / NA lies within a unique confluence of topography, drainage basins, survey lines, and political jurisdictions. This has resulted in the following:

1. Parcels of land, comprised of unique tax lots that lie within or crossing over jurisdictional boundaries. In particular the line between Clackamas County and Multnomah County Oregon.
2. Taxlots in adjoining neighborhoods isolated by topographical features that inhibit direct connection to area of jurisdiction except through the area of Birdshill CPO / NA.

As a consequence the membership of the Birdshill CPO / NA in order to guide land use, and public infrastructure decisions along with operating rules and regulations will most likely inquire and consequently advise both City and County along with Jurisdictions in other bordering entities, to:

1. **Establish and Identify** common, cooperative Laws, Administrative Rules, Policies and Agreements (LARPA) that affect the Birdshill CPO / NA. That recognizes and respects the intertwined nature of land use, service providers, and boundary lines.
2. **Ensure continuity** of such Laws, Administrative Rules, Policies and Agreements (LARPA) by commonly identifying, labeling, delineating, describing, defining, and managing land use along with infrastructure attributes, amongst all entities and property owners.
3. **Communicate** such Laws, Administrative Rules, Policies and Agreements (LARPA) to residents of the Birdshill CPO / NA, bordering taxlots and communities.
4. **Validate** such Laws, Administrative Rules, Policies and Agreements (LARPA) amongst all entities and property owners so their effectiveness may be monitored and adjusted over time as required to meet provisions of Article V –Function.

## Article IV – Boundaries

### Section 1 Boundaries

The boundaries of the Birdshill CPO / NA shall be the same as those recognized by City and County. Maps outlining those boundaries are attached hereto as:

1. “Exhibit A – Map of the Birdshill CPO / NA – Locale and Relations”.
2. “Exhibit B – Map of the Birdshill CPO / NA – Boundaries”.

These boundaries delineated by the above maps are incorporated into these bylaws by this reference. These community boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors. The boundaries may be amended from time to time by cooperative and coordinated agreements developed by the City and

1 County. Further these agreements are communicated to residents of the  
2 Birdshill CPO / NA for public comment, modification and / or negotiation.

### 3 **Section 2 Groupings of Areas within the Birdshill CPO / NA**

- 4 1. Groupings of tax lots within the boundaries of the Birdshill CPO / NA are  
5 referred to as “Areas”. A map outlining Area boundaries is attached hereto as  
6 “Exhibit C –Map of the Birdshill CPO / NA – Areas”, and incorporated  
7 into these bylaws by this reference.
- 8 2. Taxlot attributes will be identified, classified, and maintained into two  
9 key groups as follows for voting upon specific issues:
  - 10 a. **Unincorporated taxlots**. Taxlots within the Birdshill CPO / NA recognized  
11 boundaries that exist only within Clackamas County Oregon.
  - 12 b. **Incorporated taxlots**. Taxlots within the Birdshill CPO / NA recognized  
13 boundaries that exist within both Clackamas County and the City of Lake  
14 Oswego Oregon.  
15

## 16 **Article V – Function**

### 17 **Section 1 Purpose**

18 The purpose of the Birdshill CPO / NA is to serve members and coordinate with  
19 public landholders located within the boundaries of the Birdshill CPO / NA in  
20 matters concerning community development, land use, transportation and  
21 community issues in general.

### 22 **Section 2 Aims**

- 23 1. The aim of the Birdshill CPO / NA is to serve as the focal point and common  
24 representative between members, of the Birdshill CPO / NA and all entities public  
25 or private. These entities may have jurisdiction, provide a service, or impact the  
26 Goals of the Birdshill CPO / NA.
- 27 2. A list of entities should be classified and maintained in the Birdshill CPO / NA  
28 Manual of: Public Entities, (Hyperlink: [MNUL\\_BHCN\\_PubEntity.doc](#)).

### 29 **Section 3 Goals**

30 The goals of the Birdshill CPO / NA are as follows:

- 31 1. Involve members in the land use, infrastructure and community planning processes.
- 32 2. Provide a line of communication between members, the City, County and other  
33 jurisdictions along with their respective planning authorities, and other public  
34 entities.
- 35 3. Act as an advisory board to respective City and County, along with their respective  
36 planning authorities, on matters affecting taxlots within the boundaries of the  
37 Birdshill CPO / NA.
- 38 4. Assist respective City and County entities, with fulfillment of Oregon  
39 Administrative Rules (OAR) mandating citizen involvement in formulation of land  
40 use planning goals provided for in each Jurisdiction’s’ Comprehensive Plans and



1 their continuity of application across boundary lines within the recognized  
2 boundaries of the Birdshill CPO / NA.

- 3 5. Develop planning proposals with respect to land use, zoning, parks, water  
4 resources, open space and recreation, annexation, housing, community facilities,  
5 transportation and traffic, community services, and other factors affecting the  
6 livability of the area within boundaries of the Birdshill CPO / NA.
  - 7 6. Protect the character of the area by maintaining a vigilant posture to sustain a safe,  
8 healthful, and pleasant quality of life.
  - 9 7. Take such action as necessary by speaking out as a non-partisan group in support of  
10 the Birdshill CPO / NA's objectives.
  - 11 8. Be fully responsive to the comprehensive needs of the area and to take action as  
12 may be necessary in support its objectives.
- 13  
14

## 15 **Article VI – Membership Composition and Attributes**

### 16 **Section 1 Attributes**

17 Membership in the Birdshill CPO / NA is open to persons who are 18 years of age and  
18 meet one of the following attributes:

- 19 1. Resident status on private real estate.
- 20 2. Ownership of private real estate within the boundaries of the  
21 Birdshill CPO / NA.
- 22 3. Representative of a licensed business establishment. One person who  
23 does not reside within the recognized boundaries of the Birdshill CPO / NA  
24 may represent a licensed business establishment, that operates within the  
25 boundaries of the Birdshill CPO / NA.
- 26 4. Representative of a single estate or trust. One person who does not reside  
27 within the recognized boundaries of the Birdshill CPO / NA may represent  
28 a single estate or trust that is associated with a parcel of private real  
29 estate within the boundaries of the Birdshill CPO / NA.
- 30 5. Representative of non-profit organization. One person who does not reside  
31 within the recognized boundaries of the Birdshill CPO / NA may represent  
32 a single non-profit organization recognized by a federal, state, county or  
33 municipal authority that operates upon real estate within the boundaries  
34 of the Birdshill CPO / NA.

### 35 **Section 2 Membership Continuity**

- 36 1. Membership will be terminated automatically when the member ceases to maintain  
37 required attributes of membership stated in Article VI –Section 1 above.
- 38 2. Membership will be terminated automatically upon the death of the member.
- 39 3. Membership can not be transferred from one person who resides in the Birdshill  
40 CPO / NA to another who represents an estate, trust or non-profit organization as  
41 specified in Article VI –Section 1 above.

1           **Section 3 Membership Communication and Notification**

- 2           1. Members of the Birdshill CPO / NA are encouraged to provide the Birdshill CPO /
- 3           NA with their contact information to be kept informed of neighborhood issues and
- 4           meetings.
- 5           2. The primary means of communication between the Birdshill CPO / NA and its
- 6           members will be by common electronic means along with mailed notices.
- 7           3. To cause a list of mailing addresses of members and potential members within the
- 8           geographic boundaries of the Association to be maintained, together with such
- 9           additional property owners not residing within the Association boundaries as
- 10          request to be placed on the Association mailing list.
- 11          4. All contact attributes given by registered members to the Secretary of the Birdshill
- 12          CPO / NA are to be used **ONLY** for matters pertaining to business of the Birdshill
- 13          CPO / NA. Such contact attributes must never be sold to third parties, or placed in
- 14          publicly accessible repositories or domains.
- 15          5. Contact attributes may be given to specific government entities only for specific
- 16          one time exchange of information pertaining to private real estate holdings within
- 17          the boundaries of the Birdshill CPO / NA.
- 18

19           **Article VII – Meeting Guidelines**

20           **Section 1 Meeting Principles**

- 21           1. See Article II –Section 7, Public Discussion and Precedence to be Heard.
- 22           2. Only Birdshill CPO / NA members may vote at meetings. To vote and /or be
- 23           heard, with precedence, at meetings, members must sign Birdshill CPO / NA
- 24           Roster of Attendance for the specific meeting.
- 25           3. Any new member must provide an address within the Birdshill CPO / NA
- 26           boundaries to both the meeting chair and meeting note recorder along with
- 27           electronic communication addresses. The Secretary may verify this
- 28           documentation at the time the meeting minutes are drafted. To validate
- 29           vote tallies if needed, or directed.
- 30           4. An individual appearing at the meeting, as a representative must specify
- 31           the entity represented to the meeting note recorder.
- 32           5. All actions or recommendations of meetings classed and defined as
- 33           Organizational, Annual, General, and / or Special meetings below shall be
- 34           communicated to all affected parties.
- 35           6. The intent of meetings is conduct business of the Birdshill CPO / NA.
- 36           As such, if a meeting is called and it is publicly announced per,
- 37           Article II –Section 9, and the Chair and Vice-Chair are unable to
- 38           attend – then any officer may preside over the meeting in their dual absence.
- 39           7. All motions made shall be recorded in the meeting minutes.
- 40           8. Resolutions.
- 41           a. Are to be introduced by spoken title or written document at one meeting and
- 42           voted upon at an immediate succeeding meeting.
- 43           b. Are allowed a vote at the current meeting after introduction if a time constraint
- 44           is identified after reading the resolution title into the meeting note record.
- 45           Then motions made to discuss and vote upon the presented resolution.

- 1 c. Parties affected by Resolutions are to be notified by electronic means as soon  
2 as possible.
- 3 9. Minutes of all meetings shall be kept and shall be available for public inspection as  
4 required by ORS 192.650 of the Oregon Public Meetings Law. Copies of all  
5 meeting minutes shall be provided to designated representative contacts of both  
6 City and County.

## 7 **Section 2 Meeting Parliamentary Authority**

- 8 1. The rules contained in the most recent available edition of Robert’s Rules of Order,  
9 Newly Revised shall be the parliamentary authority for governance to which they  
10 are applicable and in which they are not inconsistent with the Bylaws and any  
11 special rules the Birdshill CPO / NA may adopt.
- 12 2. In the absence of an elected or appointed parliamentarian the Chair of the Birdshill  
13 CPO / NA, or the Chair of any meeting shall act as parliamentarian.

## 14 **Article VIII – Membership Meetings**

### 15 **Section 1 Meetings To Organize and Establish**

- 16 1. Until members within the draft boundaries of the Birdshill CPO / NA  
17 adopt a formal set of bylaws and elect officers all meetings will be  
18 considered organizational.

### 19 **Section 2 Meetings After Establishment**

- 20 1. Upon adoption of a set of formal bylaws Birdshill CPO / NA membership meetings  
21 shall be held no less than twice per year and classed as  
22 Annual, General, or Special.
- 23 2. Upon adoption of a set of formal bylaws the Chair of the Birdshill CPO / NA shall  
24 determine the location and set the date and time for all meetings.
- 25 3. The Annual Meeting of Birdshill CPO / NA membership shall be held once per  
26 year for the purpose of electing officers and such other business as deemed  
27 necessary.
- 28 4. General Meetings of Birdshill CPO / NA membership shall be held at periodic  
29 intervals determined by the Board. There will be at  
30 least one General meeting per year.
- 31 5. Special Meetings of the Birdshill CPO / NA membership may be called at any time  
32 upon the request of two (2) of the Officers or Area Representatives from the Board  
33 of Directors or any five (5) members of the Birdshill CPO / NA. This group will  
34 have the ability to direct the Chairperson to specify the meeting location and time.
- 35 6. Parties calling for a special meeting shall be responsible for all required notices and  
36 for providing a meeting location convenient to the members.
- 37 7. A subsequent meeting target date and time shall be set as an agenda item at each  
38 meeting of the Birdshill CPO / NA.

1 **Section 3 Quorum Required For Membership Meetings.**

- 2 1. During the period of organization and establishment a quorum for a meeting  
3 shall consist of seven – (7) eligible members within the draft boundaries of the  
4 Birdshill CPO / NA.  
5 2. After adoption of the Bylaws a quorum for Birdshill CPO / NA Annual, General,  
6 and Special memberships meeting shall consist of seven – (7) members of whom,  
7 at least two are Board Officers defined in  
8 Article IX –Board of Directors and Officers.  
9 3. A quorum must be present at a meeting in order for the Birdshill CPO / NA to  
10 transact business.

11 **Section 4 Voting**

- 12 1. All members of the Birdshill CPO / NA may vote on issues presented.  
13 2. Action by the Birdshill CPO / NA shall be by a majority vote of the registered  
14 membership present at any meeting at which a quorum is present.  
15 3. In cases where response deadlines preclude action at a regular or special meeting,  
16 the membership may delegate responsibility for taking action to the Board.  
17 4. Action shall be taken at a public meeting with proper notice.  
18 5. The Chair shall verify the vote.  
19 6. The results of the voting shall be reported as required by ORS 192.650(1)(c) and  
20 made part of the meeting minutes as follows:  
21 a. If the number of members exceeds 25 then the vote of the members shall be  
22 reported numerically.  
23 b. If the number of members is 25 or less then the vote of each member shall be  
24 reported by name.

25 **Section 5 Limits of Membership Actions by Voting**

- 26 1. Only in the case of a Land Use Application exclusively applied to taxlots within  
27 Clackamas County and within the recognized boundaries of the Birdshill CPO /NA  
28 will members voting be limited.  
29 2. At the identified and disclosed meeting agenda item for a Clackamas County Land  
30 Use Application separate votes will be recorded for members of unincorporated  
31 Clackamas County and members of the City of Lake Oswego.  
32 3. Vote tallies and members criteria as judged by the Secretary will be recorded in the  
33 meeting minutes.

34 **Article IX – Board of Directors and Officers**

35 **Section 1 Composition**

36 The Birdshill CPO / NA Board of Directors (Board) shall include all Officers and Area  
37 Representatives for a total of eight (8) positions.

- 38 1. **Officers** shall consist of three (3) positions (a, b, and c) elected at large from the  
39 membership of the Birdshill CPO / NA.  
40 a. Chairperson (Chair).  
41 b. Vice-Chairperson (Vice-Chair).  
42 c. Secretary / Treasurer (SecTres).

- 1           2. **Area Representatives** (AREps) shall consist of five (5) positions from areas  
2           denoted on Exhibit C –Map of the Birdshill CPO / NA – Areas, and incorporated  
3           into these Bylaws by this reference.  
4           3. The election or appointment of Area Representatives (AREps) shall be at large  
5           within the boundaries of each Area / Home Owner Association (HOA)  
6           defined in Exhibit C – Map of the Birdshill CPO / NA – Areas, and incorporated  
7           into these Bylaws by this reference.

## 8           **Section 2 Notification of Board Members to Authorities**

9           The Secretary of the Birdshill CPO / NA shall provide the designated representatives of  
10          both City and County, with a current list of Officers and Area Representatives. Contact  
11          information may obtained from the Birdshill CPO / NA Manual of: Public Notification  
12          (Hyperlink: [MNUL\\_BHCN\\_PubNote.doc](#)).

## 13          **Section 3 Duties of the Officers.**

14          The duties of each officer follows:

### 15          Chairperson (Chair):

16          The Chairperson shall preside over all meetings of the Birdshill CPO / NA and shall  
17          co-sign for all authorized expenditures, and have the responsibility of the performance  
18          of such duties as prescribed in these bylaws. The Chairperson shall act as an ex-officio  
19          member of all committees.

### 20          Vice Chairperson (VC):

21          The Vice-Chairperson shall aid the Chairperson and perform the duties of the  
22          Chairperson in his/her absence or disability. The Vice-Chairperson may also co-sign  
23          for authorized expenditures in the event the Chairperson or Treasurer is absent.

### 24          Secretary / Treasurer (SecT):

- 25          1. The Secretary shall keep accurate records of all meetings of the Birdshill CPO /  
26          NA. The minutes shall be made available to any member or the public as required  
27          by the Oregon Public Records and Meetings Law.  
28          2. The Secretary shall handle all correspondence of the Birdshill CPO / NA.  
29          3. The Secretary shall be responsible for meeting attendance rosters, intended to  
30          gather contact information for meeting attendees.  
31          4. The Secretary shall maintain an accurate record of all income and expenses of the  
32          Birdshill CPO / NA and co-sign authorized expenditures.  
33          5. The Secretary may maintain a bank account, if applicable, and present a statement  
34          of account at every meeting.  
35          6. The Secretary's records shall be made available to any member or the public as  
36          required by the Oregon Public Records Law.

## 37          **Section 4 Duties of Area Representatives.**

38          The duties of Area Representatives follow:

- 39          1. Represent the area on the Birdshill CPO / NA Board of Directors on matters that  
40          affect the community as a whole.

2. Ascertain issues that directly affect member residents of the Area and present them to either or both the Officers, or Board of Directors for consideration and action.
3. Report to the Secretary any changes in membership or vacancy status of structures of the Area that they represent; yet respect the privacy of property owners or renters.

## **Section 5 Duties of the Board – wrt Birdshill CPO / NA.**

1. The Board shall act for the Birdshill CPO / NA as a whole whenever it is not practical for a matter to await consideration at the next Annual, General, or Special membership meeting.
2. If the Board acts for the Birdshill CPO / NA, such action shall be promptly submitted, in writing, to the membership of the Birdshill CPO / NA and discussed at the next scheduled meeting.
3. The Board shall appoint members to committees that are created and operate under provisions delineated in Article XII –Committees Within Birdshill CPO / NA.
4. The Board shall establish agendas and assign priorities for all meetings of the general membership.
5. The Board shall consider proposals presented by any member at a general membership or Board meeting or any proposal given to a board member. The Board will further help the individual document the proposal so that it may evolve into recognized policy or product within the Birdshill CPO / NA or entities within the region.
6. The Board shall establish and maintain a continuing liaison between the Birdshill CPO / NA and entities, officials and departments within that entity. See Birdshill CPO / NA Manual of: Public Entities, (Hyperlink: [MNUL\\_BHCN\\_PubEntity.doc](#)).
7. The Board shall inform the membership and solicit their opinions on any issue which in the opinion of the Board significantly affects the Birdshill CPO / NA community as a whole or in part.
8. The Board shall recommend action, policy and comprehensive plan amendments to the City of Lake Oswego and Clackamas County and their agencies on any matter affecting the livability of the Birdshill CPO / NA.
9. The Board shall help other neighborhoods within both the City of Lake Oswego and Clackamas County attempting to develop and / or become recognized.
10. The Board shall communicate with other neighborhoods as required to discuss matters of mutual concern.

## **Section 6 Duties of the Board – wrt City of Lake Oswego.**

1. The Board shall discuss materials transmitted to the Birdshill CPO / NA by the City of Lake Oswego.
2. The Board shall review proposed City of Lake Oswego budget items and make recommendations regarding neighborhood improvements.
3. The Board shall seek views of people affected by proposed policies or actions and adopt positions or stands for the Birdshill CPO / NA and present majority and minority reports before public and governmental bodies. Positions adopted by the Board may be revised by the membership at General Meetings of the Birdshill CPO / NA.

1 **Section 7 Duties of the Board – wrt Clackamas County**

- 2 1. The Board shall discuss materials transmitted to the Birdshill CPO / NA by the  
3 County of Clackamas.  
4 2. The Board shall review proposed County of Clackamas budget items and make  
5 recommendations regarding neighborhood improvements.

6 **Section 8 Meetings of the Board of Directors (Board).**

- 7 1. All Officers and Area Representatives described in Article IX –Section 1, shall  
8 attend board meetings of the Birdshill CPO / NA.  
9 2. The Birdshill CPO / NA Chair will schedule board meetings at approximately  
10 ninety (90) day intervals or more frequently, throughout the period of office  
11 specified in Article X –Section 3.  
12 3. All officers must sign Birdshill CPO / NA Board Roster of Attendance for a  
13 specific Board meeting.

14 **Section 9 Quorum required for Board Meetings.**

- 15 1. Upon adoption of the Bylaws the quorum for meetings of the Birdshill CPO / NA  
16 Board of Directors meeting shall consist of four – (4) Board members of whom, at  
17 least two are Officers defined in Article IX –Section 1.  
18 2. A quorum must be present at a meeting in order for the Birdshill CPO / NA Board  
19 of Directors to transact business.

20 **Section 10 Limits of Board Actions by Voting**

- 21 1. Only in the case of a Land Use Application exclusively applied to taxlots within  
22 Clackamas County and within the recognized boundaries of the Birdshill CPO /NA  
23 will Board members voting be limited.  
24 2. With regard to property within the unincorporated area of Clackamas County, any  
25 recommendation on a land use application in the unincorporated area shall be voted  
26 on separately by citizens of the unincorporated area who are members of the CPO.  
27 3. Vote tallies and Board members criteria, as judged by the Secretary will be  
28 recorded in the meeting minutes.

29 **Article X – Elections**

30 **Section 1 Election of Officers**

- 31 1. At the first organizational meeting available, of the Birdshill CPO / NA  
32 membership, election of Officers shall be held. After the first election, the election  
33 of officers of the Birdshill CPO / NA shall be held in conjunction with the Annual  
34 meeting, once bylaws are adopted.  
35 2. Officers shall assume their duties as specified in Article X –Section 3.  
36 3. All members are eligible for election to Officer positions.  
37 4. The Chairperson shall not vote for an officer except in the event of a tie when the  
38 Chairperson shall cast the deciding vote.

1 **Section 2 Election of Area Representatives**

- 2 1. For the initial organization election, the Chair and Board will identify volunteer  
3 representatives or current leaders of Homeowner Associations (HOA) for each of  
4 the Areas named in  
5 “Exhibit C – Map of the Birdshill CPO / NA – Areas”.
- 6 2. For the initial organization election, only members residing within the boundaries  
7 of the Area are eligible for appointment or election as Area Representative from  
8 the Area.
- 9 3. For the initial organization election, the Board will then appoint the individuals  
10 identified to the position of Area Representative. The Board will respect existing  
11 positions of any established Homeowner Association (HOA) that is also an Area  
12 within the Birdshill CPO / NA recognized boundaries.
- 13 4. After the first appointment the election of Area Representatives shall be held in  
14 conjunction with the Annual meeting.
- 15 5. Area Representatives shall assume their duties immediately upon appointment or  
16 election to office as specified in Article X –Section 3.

17 **Section 3 Term of Office**

- 18 1. Officers shall be elected at the first organizational meeting available. After  
19 adoption of these Bylaws an Annual Meeting will be held each May for election of  
20 Officers and Area Representatives.
- 21 2. The term of office for all Officers and Area Representatives shall be one (1) year,  
22 however, the officer or representative shall continue to serve until a successor is  
23 elected or appointed to that office.
- 24 3. The period of office shall begin on June 01 in one year and end May 31 of the next  
25 succeeding year, once adoption of the Bylaws takes place.

26 **Section 4 Vacancies**

- 27 1. A vacancy occurs when an Officer or Area Representative, dies, resigns, is  
28 removed, or has more than two (2) unexcused absences from meetings.
- 29 2. A vacancy shall be filled by appointment by the Board. The person appointed to  
30 fill the vacancy shall serve the remainder of the term and until a successor is  
31 elected or appointed to that office.
- 32 3. An Area Representative vacancy shall be filled by appointment by the Board from  
33 residents within the Area the vacancy occurs.

34 **Section 5 Nominating Committee**

- 35 1. The Board shall appoint a Nominating Committee of at least three registered  
36 members of the Birdshill CPO / NA at least thirty (30) days prior to the Annual  
37 Meeting.
- 38 2. The Nominating Committee shall present its recommended list of candidates for  
39 each officer and Area Representative position at the annual meeting. Nominations  
40 may also be made from the floor.



## Article XI – Conflicts of Interest

### Section 1 Conflicts of Interest.

Whenever a member of the Board of Directors may have a conflict of interest relating to an item under discussion, they must inform the other Officers, Area Representatives, and the general membership discussing the proposal that the conflict of interest may exist. This disclosure must be recorded in the minutes. The board member with the conflict of interest may elect to abstain from voting on motions.

## Article XII – Committees Within Birdshill CPO / NA

### Section 1 Committees.

1. The Birdshill CPO / NA may create committees as required to promote the purposes, aims, and goals of the Birdshill CPO / NA as specified in Article V – Function.
2. Work processes and products of all Committees of the Birdshill CPO / NA will follow the provisions delineated in Article II –Principles of Operation.

### Section 2 Eligibility to Serve on Committees.

1. Any member of the Birdshill CPO / NA may serve on a committee.
2. Committees may call upon people outside the Birdshill CPO / NA for advice on matters pertaining to the action of the committee.
3. Voting on committees is limited to members of the Birdshill CPO / NA.

### Section 3 Creation of Committees.

1. The Chair, motions from the Board, or motions by any member at any meeting may create committees of the Birdshill CPO / NA.
2. The existence of the committee shall be announced to members within seven (7) days of its creation by posting notice on the current community website.
3. A roster of members for sign up shall be made available at the earliest opportunity, by posting the roster on the current community website.
4. A chairperson for each committee shall be selected and appointed by the Board. The Board may elect to have the committee chairperson ratified at the next scheduled meeting.
5. During a meeting of the Birdshill CPO / NA motions may be made by members present to name a committee chairperson and override the appointment of the committee chair made by the Board.

### Section 4 Composition of Committees.

1. Committees shall consist of at least three members of the Birdshill CPO / NA, one of which shall be from the Board.
2. One of the three members must be a Committee Chair, appointed or elected by processes outlined in Article XII –Section 3, Creation of Committees..

1 **Section 5 Responsibilities of Committees.**

- 2 1. The committee may develop and keep records in accordance with  
3 Oregon Public Meeting Law.  
4 2. Committees shall develop a written action plan with goals and deadlines and  
5 transmit such writings to the Chair of the Birdshill CPO / NA.  
6 3. The Board or designated members may inspect records and /or documents  
7 developed by a committee at any time.  
8 4. All committees are encouraged to maintain a supportive and/or cooperative stance  
9 in relation to the activities, projects and/or proposals for every other committee in  
10 existence within the Birdshill CPO / NA.  
11 5. Committee chairs are encouraged to coordinate activities with each other and  
12 resolve any differences together to the committee’s satisfaction.  
13 6. Committee chairs are encouraged to coordinate activities to ensure conservation of  
14 the limited resources of time and money available from committee members and  
15 the Birdshill CPO / NA.  
16 7. A written status report from the committee must be presented to the Birdshill CPO /  
17 NA Chair seven (7) days prior to the scheduled date of the Annual Meeting.

18 **Section 6 Termination of Committees.**

- 19 1. A committee may vote to terminate its existence, when it has completed its  
20 business, or no longer is able to conduct business.  
21 2. All records from a committee must be forwarded to the Birdshill CPO / NA Chair  
22 within seven (7) days of its termination or prior to the start of the Annual Meeting.  
23 3. The need for committee continuance, staffing, funding, and membership is subject  
24 to review by the incoming Board after each Annual Meeting.  
25

26 **Article XIII – Records**

27 **Section 1 Public Disclosure of Records**

28 All records of the Birdshill CPO / NA, the Board of Directors and any functioning  
29 committee shall be subject to disclosure except as allowed by exemptions of the  
30 Oregon Public Records Law.

31 **Section 2 Maintenance of Records**

32 Records of various classes and sources may be maintained in accordance with  
33 the Birdshill CPO / NA Manual of: Records, (Hyperlink: [MNUL\\_BHCN\\_Records.doc](#)).

34 **Article XIV – Existence**

35 **Section 1 Conditions For Dissolution.**

36 The Birdshill CPO / NA shall be considered inactive if it:

- 37 1. Fails to meet minimum meeting and reporting requirements of the  
38 City of Lake Oswego Oregon.

- 1 2. Fails to meet minimum meeting and reporting requirements of the County of  
2 Clackamas Oregon.

3 **Section 2 Funds Advanced By Jurisdictions.**

- 4 1. Unused funds advanced for Birdshill CPO / NA actions by any entity shall be  
5 returned to the entity.

6 **Section 3 Distribution of Residual Funds at End of Existence.**

7 Any residual funds available after payment of outstanding recognized charges shall be  
8 distributed to The Friends of Tryon Creek and used for education.

9 **Article XV – Amendments**

10 **Section 1 Amendments and Ratification.**

- 11 1. These by laws may be amended by the membership of the  
12 Birdshill CPO / NA.  
13 2. Proposed amendments shall be:  
14 a. Written, and content validated by the Board in conjunction with both  
15 City and County representatives, for wording, continuity with the existing  
16 Bylaws, and Oregon Revised Statutes.  
17 b. If the phrasing and continuity of proposed amendments cannot be agreed upon  
18 with either City and County representatives, within forty-five (45) days of their  
19 initial submittal then mediation processes may be sought by the Board of the  
20 Birdshill CPO / NA by a majority vote of the Board.  
21 c. Posted and publicly noticed for ratification at the next General Meeting of the  
22 Birdshill CPO / NA in accordance with the current edition of Manual of:  
23 Public Notification, (Hyperlink: [MNUL\\_BHCN\\_PubNote.doc](#)).  
24 3. Proposed amendments shall be ratified for inclusion into the Bylaws by a two-  
25 thirds (2/3) vote of members present at the General Meeting that has a quorum  
26 number present as specified in Article VIII –Section 3.

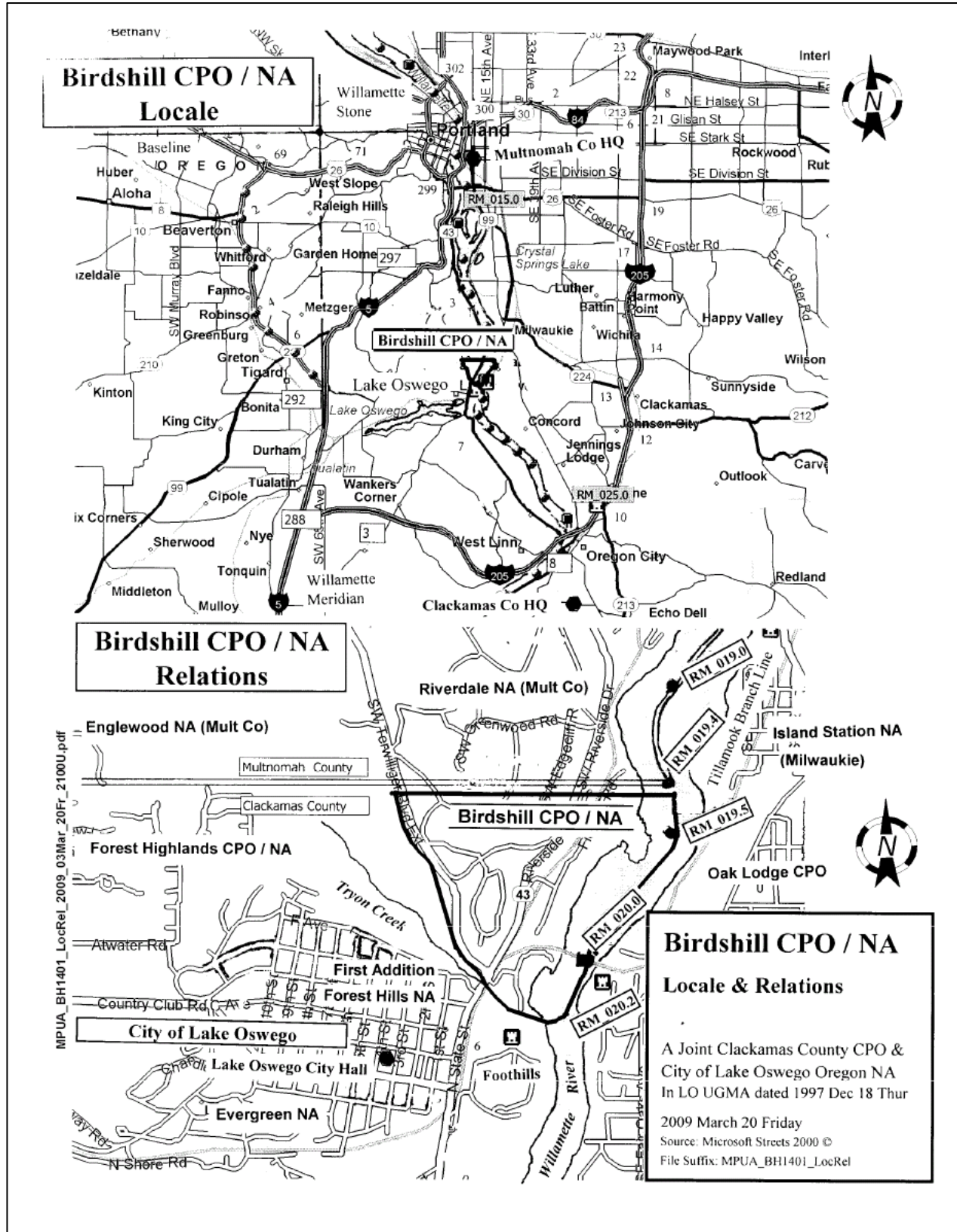
27 **Section 2 Recognition and Approval of Amendments.**

- 28 1. Recognition of ratified amendments is contingent upon review and approval by  
29 both City and County representatives.  
30 2. Recognized – approved and ratified amendments to these Bylaws  
31 become adopted when both City and County representatives, have communicated  
32 their respective approval in writing to the Birdshill CPO / NA Chair.

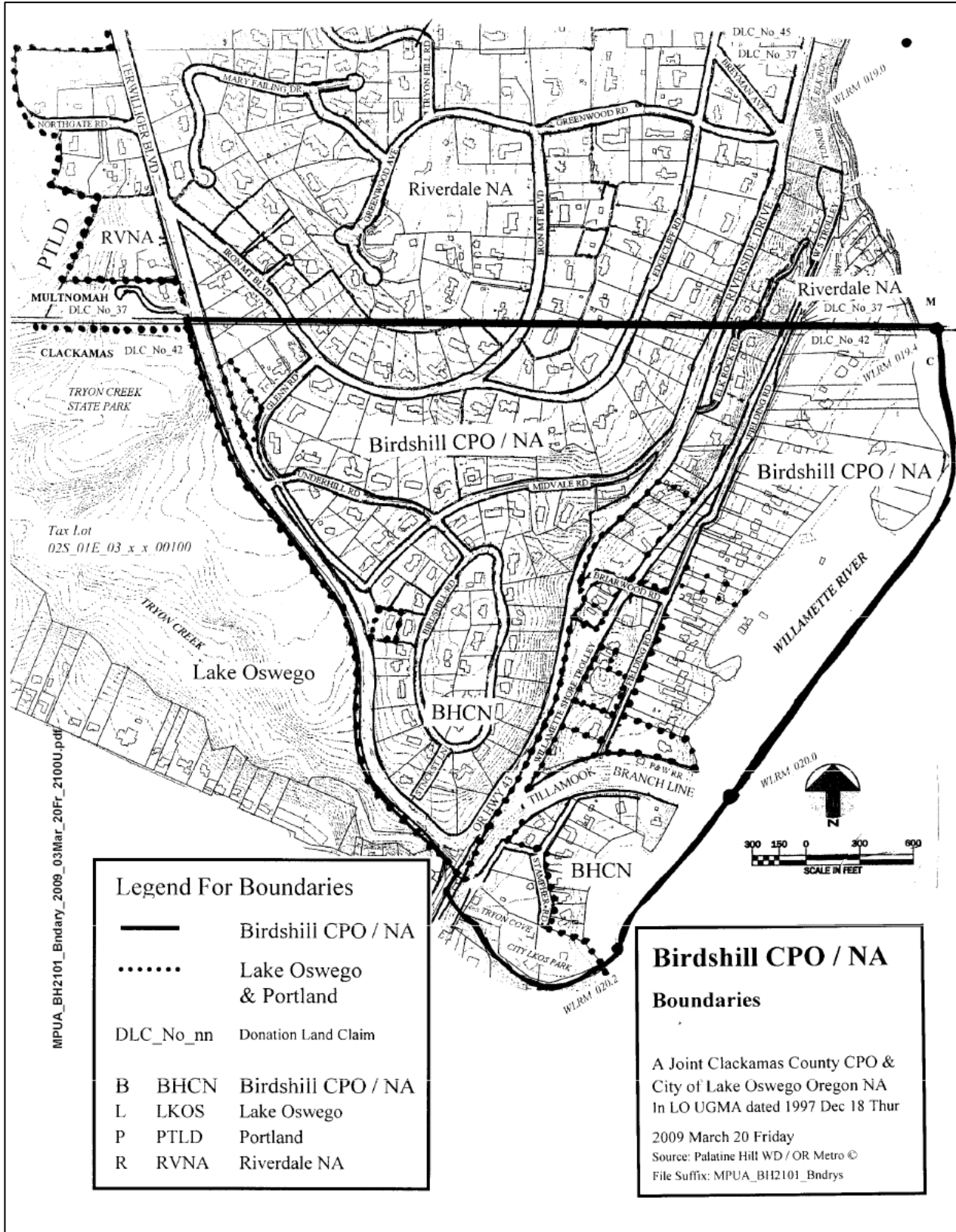
33 **Section 3 Addition and Operation of Amendments.**

- 34 1. A new numbered revision of these Bylaws incorporating approved,  
35 ratified, and recognized amendments will be issued within thirty (30) days of the  
36 last transmission of recognition notice both City and County representatives.  
37 2. Distribution and Notification to members of the Birdshill CPO / NA will be in  
38 accordance with the current edition of Manual of: Public Notification,  
39 (Hyperlink: [MNUL\\_BHCN\\_PubNote.doc](#)).  
40

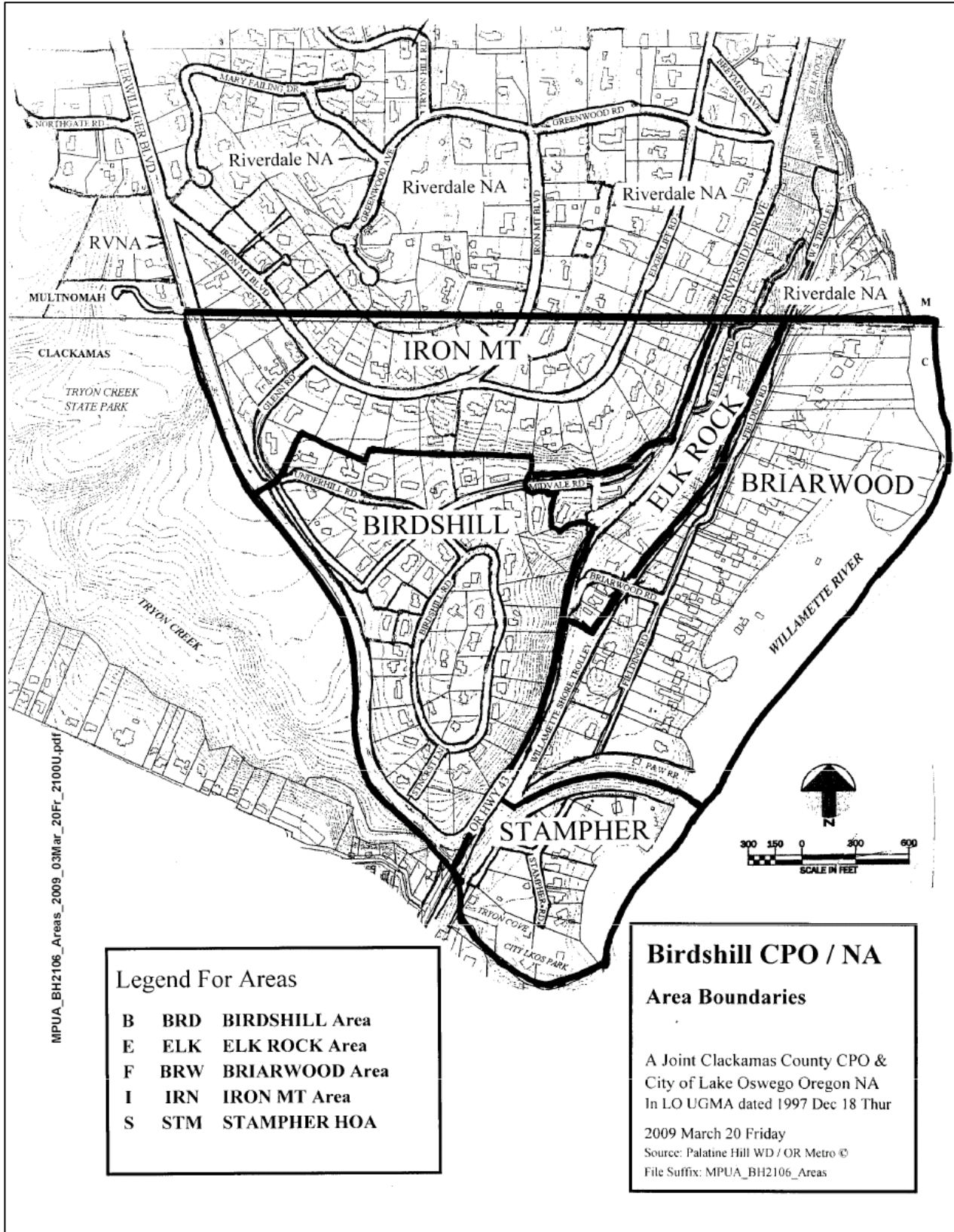
# Exhibit A – Map of the Birdshill CPO / NA – Locale and Relations



# Exhibit B – Map of the Birdshill CPO / NA – Boundaries



# Exhibit C – Map of the Birdshill CPO / NA – Areas



MPUA\_BH2106\_Areas\_2009\_03Mar\_20Fr\_2100U.pdf

**Legend For Areas**

B	BRD	BIRDHILL Area
E	ELK	ELK ROCK Area
F	BRW	BRIARWOOD Area
I	IRN	IRON MT Area
S	STM	STAMPER HOA

**Birdshill CPO / NA**  
**Area Boundaries**

A Joint Clackamas County CPO & City of Lake Oswego Oregon NA  
 In LO UGMA dated 1997 Dec 18 Thur

2009 March 20 Friday  
 Source: Palatine Hill WD / OR Metro ©  
 File Suffix: MPUA\_BH2106\_Areas

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## Exhibit D – Approval Signature Sheet

3