

BYLAWS  
OF THE  
NEIGHBORHOOD COALITION OF LAKE OSWEGO

ARTICLE 1  
NAME

The name of this association shall be “Neighborhood Coalition of Lake Oswego, Inc.” hereafter “NCLO”.

ARTICLE 2  
PURPOSE

The purpose of NCLO is to provide an organization through which individual Neighborhood Associations (N.A.), operating within the Lake Oswego Urban Service Boundary may receive liability insurance coverage. This will facilitate N.A.s in exchanging information with their members and citizens and to help identify and resolve community problems through education, research and exchange of information; to enhance citizen participation in our community government and its decision-making process; and to maintain and improve the livability and welfare of the community for all.

ARTICLE 3  
ORGANIZATION

1. NCLO is a Mutual Benefit Corporation organized and operated to serve the mutual interests of the members of City of Lake Oswego-recognized neighborhood associations, through their neighborhood associations, for the Purposes stated in Article 2, and is not a public benefit corporation or religious corporation.
2. Membership. The members shall be any of the recognized Neighborhood associations within the Lake Oswego Urban Service Boundary.
3. Voting. The member N.A.s voting power is vested in the NCLO Board of Directors.

ARTICLE 4  
THE BOARD OF DIRECTORS

1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.
2. Composition of the Board. The Board of Directors (Board) shall consist of at least five Directors representing a minimum of five recognized N.A.s and one representative of the Commission for Citizen Involvement/Lake Oswego Planning Commission. They shall be elected for a two-year term. Notice of resignation must be made in writing to the Board.

3. Quorum. A majority of the number of Directors at the time of any action by the Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
4. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
5. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors.
6. Removal. Any Director may be removed for misconduct by a vote of two thirds of the Directors present. Misconduct shall include persistent absences from NCLO meetings, failure to perform their duties of office, or any action or behavior undertaken by a Director that undermines the purpose of the NCLO or threatens the ability of the NCLO to obtain liability insurance coverage for member neighborhood associations.
7. Proxies. If any Director is unable to attend a meeting that Director may appoint in writing another person from that Director's N.A. to attend the meeting in the Director's place. If the representative of the Commission for Citizen Involvement/Planning Commission is unable to attend a meeting, the representative may appoint in writing, another person from the Commission to attend the meeting in the representative's place.

#### ARTICLE 5 OFFICERS

1. Officers. The officers of the Board shall be the President and Secretary. They shall be elected by the Board for a two-year term. Officers may be removed under the same procedure as a Director. Vacancies shall be filled by the Board at the first meeting after a vacancy was created.
2. President. The President shall preside at Board meetings and shall be the chief administrative officer of NCLO.
3. Secretary. The Secretary shall maintain the records, including minutes of NCLO.

#### ARTICLE 6 MEETINGS

1. Regular Meetings. A regular meeting of the Board of Directors shall be held in the month of June each year. The Board of Directors may provide, by resolution, the time and place for the holding of additional meetings without notice other than such resolution.

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.
3. Notice. Notice of any special meeting shall be given at least seven days previous thereto by any reasonable means such as telephone, mail, or email. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice.
4. Open Meetings. All meetings shall be open to the public.
5. Place of Meetings. Shall be established by the membership as appropriate.

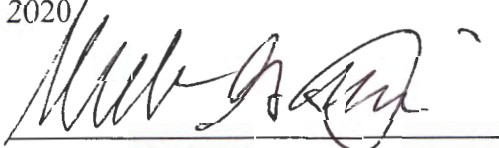
ARTICLE 7  
PARLIAMENTARY PROCEDURE

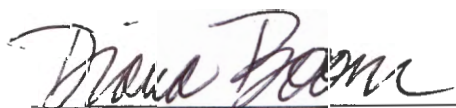
1. Common courtesy and fairness mixed with Robert's Rules of Order will govern procedure at all NCLO meetings.

ARTICLE 8  
AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by majority of the Board of Directors at any regular or special meeting.

The above bylaws have been adopted by the Board of Directors of NCLO on July 28, 2020

  
\_\_\_\_\_  
Robert Ervin, President

  
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Diana Boom, Secretary

These bylaws were adopted on July 22, 1995 and amended March 18, 2004, June 29, 2005 and July 28, 2020.

Note: After the 2011 administrative dissolution of the predecessor entity Neighborhood Coalition of Lake Oswego, Inc., the current entity Neighborhood Coalition of Lake Oswego was formed and these bylaws were re-adopted by the Board of Directors on October 9, 2018.