

# MARY'S LANDING NEIGHBORHOOD ASSOCIATION BYLAWS

## February 6, 2024

### ARTICLE I. NAME

The name of this organization shall be Mary's Landing Neighborhood Association, hereinafter called the "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., zoning, housing, emergency preparedness, community facilities, human resources, social and recreational programs, traffic and transportation, and environmental quality; and ongoing communication with appropriate public bodies. 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. ASSOCIATION BOUNDARY

The boundary of the Association shall include those portions of Lake Oswego as identified in Exhibit 1, Mary's Landing Neighborhood Association Boundary Map, and as approved by the City of Lake Oswego.

### ARTICLE IV. MEMBERSHIP

Section 1. Membership shall include the following persons residing or owning property or businesses located within the Association boundary:

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

Section 2. Only one voting representative is allowed per nonprofit, school or business. A resident who is also a property owner is allowed one vote. Members shall be entitled to vote after their names and addresses have been properly recorded on the Association's records, including member's sign-in roster at the Association's annual meeting as long as they continue to meet the requirements for Membership in Article IV Section 1. Others in attendance have no right to vote.

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

## ARTICLE V. OFFICERS

Section 1. The officers of this Association shall be Chair, Vice Chair, and Secretary and such other officers as established by resolution of the membership at an annual meeting. Officers shall be voting members and shall be elected by the membership at the annual meeting.

Section 2. The duties of the officers shall be as follows:

- a. The Chair presides at all meetings of the Association and of the Board of Directors (sometimes herein “Board”); is responsible for maintaining liaison with private or public organizations whose operations may impact the neighborhood; provides information to the membership concerning pertinent activities of these organizations; and performs such other duties as may be prescribed in these Bylaws or assigned to the Chair by the Board of the Association.
- b. The Vice Chair serves in the absence of the Chair; serves as chair of the Nominating Committee; serves as Treasurer and shall perform such other duties as may be assigned by the Chair or the Board.

As Treasurer, the Vice Chair collects and receives all money contributed to the Association; deposits it in a bank account or collective nonprofit bank account as directed by the Board; disperses the same only upon order of the Board; presents statements to the Board at meetings and presents a report at the annual Membership meeting.

- c. The Secretary maintains records of Board and Membership meetings; is responsible for correspondence; notifies members and the City of Lake Oswego’s staff of Board and Membership meetings; provides the City with required documentation; and performs other duties as may be assigned by the Chair or the Board. The Secretary also signs, with the Chair, all contracts when so authorized by the Board; provides copies of all minutes to the Lake Oswego Planning Department; and annually files the names, addresses and contact information of Officers and all other members of the Board with the City.

## ARTICLE VI. BOARD

Section 1. The Board shall consist of the Officers, and a minimum of two (2) and maximum of four (4) additional voting members of the Association. Board members shall be elected annually by the voting membership.

Section 2. Meetings of the Board may be convened at the request of the Chairman or any two (2) members of the Board. The Board shall meet at a minimum semiannually.

Section 3. The Board shall fill by majority vote any mid-term vacancy of an officer or, at the Board's discretion, the vacancy of another board member. The member or officer so appointed shall fill the office for the balance of the unexpired term.

Section 4. The Board shall govern the affairs of the Association by reason of the authority of these Bylaws. Failure of a member of the Board to uphold these Bylaws may cause his/her removal from the Board by a majority vote of the Board.

Section 5. The Board shall take such action as necessary to comply with the Oregon Public Meetings Law (ORS 192.610 et seq.) for those items that the Association gives advice or recommendations to any governmental body, Commission, or committee.

Section 6. The duties of the Board shall be to:

- a. Transact business between Membership meetings and such other business as may be referred to by the membership or by any of the committees.
- b. Present a report of its activities at Membership meetings.
- c. Establish arrangements, agendas and priorities for all meetings of the Membership.

- d. Consider proposals and grievances as provided in Article XIII, Section 3.
- e. Establish and maintain a continuing liaison between the Association and appropriate officials and departments of the City of Lake Oswego and other appropriate government bodies.
- f. Discuss at each Board meeting any materials the City of Lake Oswego has provided.
- g. Inform the membership and solicit their opinions on any issue that, in the opinion of a majority of the Board, is material or significantly affects the neighborhood, before adopting any policy or recommendation.
- h. Make all policy decisions public through Association newsletters and emails, and available to the media.
- i. Seek views of people affected by proposed policies or actions and 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 Membership meetings.
- j. Inform the City of Lake Oswego of the date, place and time of each Board of Directors meeting, and of the issues addressed at such meetings.
- k. 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. Work with the City to maintain a list of mailing addresses of members and potential members within the boundary of the Association. In addition, property owners not residing within the association boundary will be placed on the mailing list upon request. This list will be the official list for contacting Association members by U.S. mail.
- m. Communicate with other neighborhood associations regarding mutual concerns.
- n. Appoint a Nominating Committee two months prior to the annual election, with additional nominations accepted from the floor.
- o. Provide transparency of all Board activity. This shall include full disclosure, to the Board, of any Board member's participation in organizations or meetings that pertain to neighborhood issues or concerns.
- p. Inform the City of Lake Oswego, by assuring that the Association undertakes the following: forwarding written notices, meeting minutes, list of officers and board members and anticipated schedule of board meetings to the City Planning Commission and City Community Development Section Director annually.
- q. Help other new neighborhood associations trying to develop or be recognized.

## ARTICLE VII. ELECTIONS

Officers of the Association and members of the Board of the Association shall be elected by a majority vote at an annual Meeting on a date selected by the Board. Elected officers and directors shall assume office at the end of the election meeting and shall serve for one year or until their successors are duly elected or appointed.

## ARTICLE VIII. MEETINGS

Section 1. Membership meetings are held at least once a year at a time and place fixed by the Board.

Section 2. Written notice of the annual Membership meeting and election of members of the Board shall be distributed to all members of the Association, City Planning Commission and City Staff. Written notice may be given personally or by USPS mail, or email.

Section 3. The Board shall call a special Membership meeting within fifteen (15) days if such a meeting is requested in writing by at least twenty (20) members of the Association. No USPS mail notification is required for a special Membership meeting, but the Board shall make every effort to inform the Membership in a timely manner by posting signs, sending email, and by other means as they are able.

Section 4. A quorum for a Membership meeting consists of those members in attendance in person. A quorum for a meeting of the Board shall be a majority of the Board. Except as provided in Article XI, a determination of any question or issue at a Membership meeting shall be by a majority of those voting on the question or issue.

## ARTICLE IX. COMMITTEES

Committees shall be appointed by the Board as needed and disbanded when no longer needed.

## ARTICLE X. PARLIAMENTARY GOVERNMENT

All meetings shall be held in a business-like and respectful manner and according to recognized parliamentary procedures of Robert's Rules of Order; however, fairness and common sense shall prevail over the technicalities of Robert's Rules in each instance.

## ARTICLE XI. AMENDMENTS

These Bylaws may be amended at any regular meeting of the Association by a two-thirds (2/3) favorable vote of the members present in person or by proxy and voting on the proposed amendment. A copy of the proposed amendment must be sent to each member with the notice of the meeting. 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.

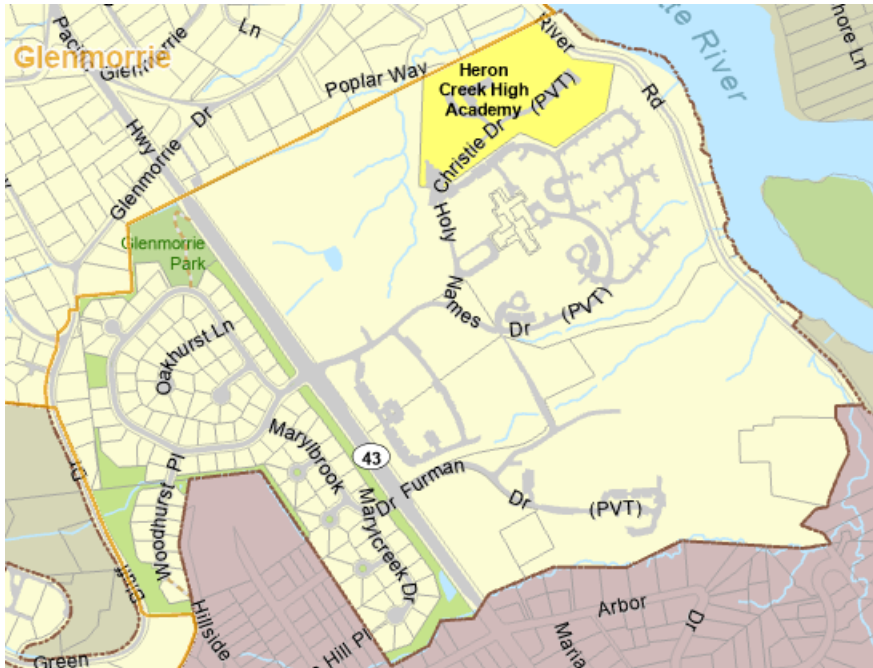
## ARTICLE XII. COMPENSATION

The Officers and members of the Board are not entitled to receive any compensation related to work for the Association, except for reimbursement of expenses authorized by the Board.

## ARTICLE XIII SAVING CLAUSE

If any clause, sentence, paragraph, section, article or portion of these Bylaws for any reason shall be adjudged invalid by a court having jurisdiction, such judgment shall not affect, impair or invalidate the remainder of these Bylaws, but shall be confined in its operation to that part directly involved in the controversy.

**EXHIBIT 1:** Mary's Landing Neighborhood Association Map



These Bylaws of the Mary's Landing Neighborhood Association were duly adopted by the members of the Association at a Meeting of the membership on the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Chair of the Association

\_\_\_\_\_  
Secretary of the Association

The City of Lake Oswego, finding that the above bylaws were duly adopted by the membership of the Mary's Landing \_\_\_ Neighborhood Association, following a well-publicized, general neighborhood meeting held for the purpose of information, organization, adoption of minimum by-laws, establishment of boundary, and election of officers, does hereby declare the Mary's Landing Neighborhood Association to be a Recognized Neighborhood Association for purposes of participating in the public meetings of the City of Lake Oswego.

Dated: \_\_\_\_\_

City of Lake Oswego

By: \_\_\_\_\_

Title: \_\_\_\_\_