

**PALISADES NEIGHBORHOOD ASSOCIATION  
BY-LAWS**

**ARTICLE I. NAME**

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

**ARTICLE II. PURPOSE**

1. The purpose of the Association is to provide an organization through which the membership may work together for the general improvement of the community and the neighborhood and for enhancement of neighborhood impact on decisions affecting the livability of the community and neighborhood.
2. This is to be accomplished by:
  - a. identifying and researching issues with a potential impact on the neighborhood in particular or the community in general.
  - b. disseminating information to the membership concerning those issues.
  - c. providing representation from the Association to the appropriate policy and decision-making bodies.
  - d. interfacing with other organizations whose purposes and activities are consistent with the purposes of the Association.

**ARTICLE III. MEMBERSHIP**

1. Regular membership shall be open to all persons of legal voting age who reside, or own or are the managing agent of greater than a fifty-percent interest in a business or represent non-profit organizations within the Association boundaries. Only one representative is allowed per nonprofit organization, public school, or business.
2. Associate membership shall be open to all students in the seventh or higher grades who reside within the Association boundaries. Associate members shall have no voting rights.
3. Voting Rights. All regular members shall be entitled to vote on any question before a General Meeting of the Association so long as they continue to meet the requirements for membership and so long as their names and addresses are recorded on the appropriate membership roster.
4. Dues. Membership shall not entail any required dues or fees. The Association may seek voluntary contributions to cover expenses.

## **ARTICLE IV. BOUNDARIES**

1. The boundaries of the Association and its 13 designated areas are as depicted on the attached map, marked Exhibit A. (Appendix A-1 through A-14. Appendix 14 shows a map of all 13 areas.) Area boundaries may be amended by a vote of the Neighborhood Association. The boundaries of the Association may be amended from time to time by the City Council of the City of Lake Oswego, pursuant to its Citizen Involvement Guidelines, page 10, dated April 6<sup>th</sup>, 2004, and its amendments thereto.

## **ARTICLE V. OFFICERS**

1. Officers of this Association shall be:

- a. Chair
- b. Vice-Chair/Publicity Director
- c. Treasurer/Fundraising Coordinator
- d. Secretary

With the exception of the chair, officers of the Association will be selected by the Area Representatives from the 13 Areas.

2. Duties and responsibilities of the Officers shall be as follows:

- a. The Chair shall preside at all meetings of the Association; shall be a member, ex officio of all committees with the exception of the nominating committee, shall represent the Association, in person or by a designated representative, at public functions; shall establish such committees as may be appropriate to accomplish the purposes of the Association; shall be responsible for maintaining liaison with private or public organizations whose operations may impact the neighborhood, and for providing information to the membership concerning pertinent activities of these organizations; and shall perform other such duties as may be assigned by the Executive Committee. The term limit for the chair, in the chair position, shall be two consecutive years, although he/she may run for his/her Area Representative Position as much as he/she wants to.
- b. The Vice-Chair/Publicity Director shall serve as an assistant to the Chair; shall be a member, ex officio of all committees; shall perform the duties of the Chair in the absence of the Chair; and shall perform other such duties as may be assigned by the Chair or the Executive Committee. In addition, he/she shall be responsible for maintaining and/or overseeing the PNA website, e-mail communications, the PNA mailers (postage for two mailers per year is paid for by the City) and posting the required meeting signs before any public meeting (i.e. the dissemination of all notices to the membership). The following information, along with general announcements and news articles, shall be included in each of the two City funded PNA mailers:

- accurate area maps (see Appendix A-1 through A-13)
  - accurate names and preferred contact information for each of the 13 area representatives
  - a phone number for residents to call if they don't understand which area they live in
- c. The Treasurer/Fundraising Coordinator shall keep financial records and ledgers in a manner approved by the Executive Committee; shall assure that all financial transactions are in a format approved by the Executive Committee; shall assure that all drafts are signed by at least two of the five officers of the Association; and shall perform other such duties as may be assigned by the Executive Committee. In addition, he/she shall oversee and coordinate any fundraising drives and social events for the PNA, including but not limited to the annual PNA fun day.
- d. The Secretary shall prepare and maintain full and accurate records of all General Meetings of the Association and of all Executive Committee Meetings; shall present such records to the Chair within fourteen (14) days after any such meetings; and shall perform other such duties as may be assigned by the Executive Committee. A copy of the minutes (to include all motions made and voted on) of any meeting shall be provided to the Lake Oswego Planning Commission and City staff.

The Secretary shall provide the City with names, addresses and phone numbers of Officers and Area Representatives and a listing of scheduled meetings, in addition to a list of meeting attendees. The Secretary shall maintain a file of all correspondence of the Association.

In addition, he/she is responsible for the following \*proxy/official ballot responsibilities:

- receive and secure proxy/official ballot votes by mail (atten: PNA secretary)
- receive and secure proxy/official ballot votes by drop box at secretary's home or other secure location before 5 PM on election day (atten: PNA secretary)
- receive and secure proxy/official ballot votes received at election site on election day
- maintain confidentially of proxy/official ballot votes by keeping the envelopes sealed until all votes have been received at the election site on election day
- coordinate and monitor election tabulations

\* *The proxy/official ballot is explained further in section IX Elections.*

## **ARTICLE VI. EXECUTIVE COMMITTEE**

1. The Executive Committee shall consist of the chair, the 13 Area Representatives and the immediate past Chair. After the 13 Area Representatives have been elected at the

General Election meeting, within two weeks they will meet and vote amongst themselves who will assume responsibility for the additional duties of Vice Chair/Publicity Director, Treasurer/Fundraising Coordinator, and Secretary. The Chair is to be elected by the general membership.

- The Chair shall encourage Area Representatives to relinquish their position if they are not fulfilling their duties as outlined in Article VI, item number 4, or supporting the purpose of the Association.
2. Any vacancy occurring within the Executive Committee shall be dealt with in the following manner:
    - The vacancy will be posted and advertised where possible (i.e. in the PNA website, PNA e-mail list, community publications and the PNA mailer).
    - At the next general meeting a new Area Representative may be elected by the attendees of that meeting according to general provisions as cited in ARTICLE IX. ELECTIONS (but without / not subject to the requirements listed in part 2).
    - If an Area Representative member cannot be recruited for a given area, that area's vote will remain null and void.
    - If an Officer steps down, the remaining Executive Committee members will decide amongst themselves within a two week period who will assume his/her Officer position and duties, with the exception of the Chair position. If the Chair resigns, he/she is to be replaced by the Vice-chair (see Article V.2.b).
  3. The Executive Committee shall govern the affairs of the Association by reason of the authority of these By-Laws.
  4. Duties of the Executive Committee shall be as follows:
    - a. Transact regular business of the Association between General Meetings, including such business as may be referred to it by the General Membership or by any committee.
    - b. Implement decisions of the General Membership and acceptable recommendations of the committees.
    - c. Present a report of its activities at all General Meetings.
    - d. Establish arrangements and agendas for all General Meetings.
    - e. Inform the membership and solicit their opinions on any pertinent issue, in accordance with Article VII.
    - f. Prepare Association Statements and present these to the appropriate agencies in accordance with Article VII.
    - g. Authorize the expenditure of Association funds for operating expenses.
    - h. To cause a complete list of mailing addresses of members within the geographic boundaries of the Association.

- i. To establish and maintain a continuing liaison between the Association and departments of the City of Lake Oswego, other governmental bodies, and other neighborhood association or groups.
- j. To discuss at each board meeting materials the City of Lake Oswego has provided.
- k. To communicate with other neighborhood associations regarding mutual concerns.
- l. To help other new neighborhood associations trying to develop or be recognized.
- m. Perform other such duties as may become necessary to further the purposes of the Association.
- n. To recommend action, policy or comprehensive plan amendments to the City, or its agencies, on any matter affecting the livability of the neighborhood.
- o. Review proposed City budget items and make recommendations relating to neighborhood improvements.

## **ARTICLE VII. ASSOCIATION STATEMENTS**

1. One of the major purposes of the Association is to provide input to appropriate private or governmental agencies. This input is to present the views of the membership on any issue, which impacts the neighborhood or the community and will normally take the form of an "Association Statement." The Statement takes any or all of the following forms:
  - a. Majority and minority view of the Executive Committee.
  - b. Majority and minority view of the General Membership.
  
2. Each such Statement shall contain at least the following sections:
  - a. Identification of the issue.
  - b. Current membership totals of the Association.
  - c. Number voting for the statement.
  - d. Number voting against the statement.
  - e. Narrative of the position taken by the statement. This may be as brief as "We oppose..." or may run to several pages of comment, depending upon circumstances surrounding the issue. Some explanation of the reasoning behind the position should generally be included.
  
3. An issue may be brought before the Association by any person or group, member or non-member, at a regularly-scheduled meeting (Executive Committee or General) or by requesting a special meeting.
  
4. On all matters upon which a recommendation is made to a City public hearing body, meetings shall be open to the public, except executive sessions as provided by the Oregon Public Meetings Law, ORS 192.660.

5. If brought before the Executive Committee, that committee will then decide whether to present the issue at a General Meeting or to prepare only an Executive Committee Statement. Three (3) affirmative votes of Executive Committee members are required to bring an issue before the General Membership.
6. If brought before a General Meeting, the General Membership will determine whether to consider the issue at that meeting or to remand the issue to the Executive Committee for action.
7. In either case, discussion of the issue will take place, following which the Chair shall appoint the necessary member(s) to prepare a majority and a minority Statement. A subsequent meeting to discuss, modify if necessary, and vote upon the Statement (s) will be scheduled at that point. Intermediate meetings may also be scheduled for further discussion or for presentation of pertinent information.
8. The Statement(s), having been discussed, prepared, and voted upon shall then be presented to the appropriate agencies.
9. The Executive Committee 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.

## **ARTICLE VIII. MEETINGS**

1. All meetings shall be open to the public.
2. There shall be a minimum of six (6) meetings of the Executive Committee annually. Dates of the meetings shall be set by the Executive Committee, but shall occur approximately every 2 months. The Executive Committee meetings in April and October may coincide with the General Meetings scheduled for those months (i.e. the Executive Meeting could begin at 6 PM with the General Meeting beginning at 7 PM).
3. Special Executive Committee Meetings may be called at the request of any three (3) members of the Executive Committee. Time and place of such a meeting shall be set by the Chair.
4. There shall be a minimum of two (2) General Meetings of the General Membership annually and one (1) PNA Fun Day. Meetings shall be held the third Thursdays of April and October. The annual PNA Fun Day shall be scheduled sometime between the months of July and September. If a PNA large scale event (for example, Back to School night) happens to be scheduled for the third Thursday of April or October, the Executive Committee may vote to postpone/reschedule the General Meeting within a two (2) week period from that date. This decision must be made no less than four (4) weeks before the

scheduled meeting and extra advertising efforts (PNA website and e-mail communication, community publications, and extra required meeting notices posted around community, etc.) must be made to properly inform the entire community.

5. Special General Meetings shall be scheduled within fifteen (15) days of such request by three (3) members of the Executive Committee or in writing by twenty (20) Regular Members. Time and place of such meetings shall be set by the Chair.

## **ARTICLE IX. ELECTIONS**

1. Executive Committee Members (Area Representatives) of the Association shall be elected annually by ballot at a General Meeting in the month of April. Executive Committee Members so elected shall assume office at the next meeting and shall serve until their successors are duly elected. Officers of the Executive Committee shall be elected as stated in Article VI.1 (Executive Committee).
2. A Nominating Committee appointed by the Executive Committee shall submit a proxy/official ballot to the General Membership, at least two weeks prior to the election and distributed through a City funded PNA mailer, containing a slate of candidates for elected office. An opportunity shall be given for nominations from the floor.
3. Members of the Association will vote for the Chair position and for the Area Representative from their Area.
4. The official ballot doubles as a proxy.
  - In order for a candidate to be included on the official ballot by the cut-off/printing date (approximately 4-6 weeks before the election); the candidate must submit his/her name along with the names/addresses/signatures of five (5) households in that candidate's area who are in support of the candidate. An example of the candidate endorsement document is included in Appendix C.
  - The official ballot/proxy does allow a space for a write-in vote.
  - Executive Committee Members (i.e. Area Representatives) must reside in the area they are running for and may only be elected by members in their area.
5. As described in the Secretary duties (V.2.d), proxy's may be mailed or delivered to the Secretary before 5 PM on Election Day, and would remain unopened until the election at General Meeting. It is strongly suggested that the proxy/official ballot instructions include directions to seal the envelope if being used as a proxy and include a return address/PNA Area # on the outside of the envelope to help in election day organization.

## **ARTICLE X. NOTIFICATION PROCEDURES**

1. Notification of general meetings shall be by sent by mail or other means of verified delivery of notice (e-mail, telephone) to all members of the Association, to property owners not residing within the Association but who request in writing to be placed on the

Association's mailing list, to members of the Lake Oswego Planning Commission, and to the City's Neighborhood Planner.

2. In addition, the Executive Committee may authorize additional notice through the following methods: posted notices, Lake Oswego Review, the City web page, the Palisades Neighborhood Association web page, or any combination of these. Such notice shall state the time, place and agenda items of the meeting.
3. Executive Committee meetings shall be noticed with the placement of two neighborhood association meeting signs displayed in prominent locations in the neighborhood and a notice in the local paper.
4. Notice of General Meeting shall be circulated at least seven (7) days prior to the date of the meeting.
5. Any member who presents an issue for action shall notify the Association's Secretary a minimum of seven (7) days prior to any meeting at which the proposed topic or issue is to be discussed.
  - In addition, subject to the approval of  $\frac{3}{4}$  of the Executive Committee members present, a motion to waive the seven (7) day requirement may be made.

## **ARTICLE XI. PARLIAMENTARY PROCEDURE**

1. Quorum for General Meeting shall be the number of members in attendance, in person or by proxy. Quorum for an Executive Committee meeting shall be fifty percent (50%) of the current members of that committee.
2. Except as provided in Article VII and Article XII, the determination of any question at any meeting shall be by majority vote of those present, in person or by official proxy.
3. Members shall be entitled to vote by official proxy. The proxy must specify name, address, issue, and vote (yes or no). The proxy must be in writing, signed, and delivered to the Recording Secretary prior to the vote to which the proxy applies.
4. Robert's Rules of Order shall govern the procedures of the Association in any circumstance not covered by these By-Laws.

## **ARTICLE XII. AMENDMENTS**

1. These By-Laws may be amended only by a  $\frac{2}{3}$  vote of the Regular Members present at a General Meeting.

Written notification of the proposed amendment must be disseminated at least two weeks prior to the General Meeting.

2. Changes in Article IV (boundaries) may be amended by the City Council of the City of Lake Oswego, pursuant to its Citizen Involvement Guidelines.
3. No provision of the Bylaws required by the City of Lake Oswego's Citizen Involvement Guidelines, dated April 6, 2004 or as thereafter amended, may be amended without the written consent of the City of Lake Oswego.

These By-laws of the Palisades Neighborhood Association were duly adopted by the members of the Association at a General Meeting of the membership on the 15 day of January, 2009.

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

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

The City of Lake Oswego, finding that the above By-laws were duly adopted by the membership of the Palisades Neighborhood Association, following a well-publicized, general neighborhood meeting held for the purpose of information, organization, adoption of minimum By-laws, establishment of boundaries and election of officers, do hereby declare the Palisades 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: \_\_\_\_\_

Palisades Neighborhood Association By-Laws

Amended 1/09

Palisades Neighborhood Association By-Laws

Adopted, January 2009