



MEMORANDUM

TO: Clackamas County Board of County Commissioners
FROM: Tonia Holowetzki, Interim Director, Public & Government Affairs
RE: Approval of Proposed Bylaws for the Lake Forest Neighborhood Association
DATE: June 10, 2025

REQUEST: Approval of the proposed Lake Forest Neighborhood Association bylaws.

BACKGROUND: The Lake Forest Neighborhood Association has recently reactivated as a recognized community planning organization (CPO) in unincorporated Lake Oswego.

The CPO became inactive many years ago. Community members followed the County's process for restarting a CPO and submitted the attached new bylaws for review and approval.

County counsel reviewed the proposed bylaws and made no changes.

RECOMMENDATION: PGA requests the Board of County Commissioners approve the proposed bylaws for the Lake Forest Neighborhood Association.

Respectfully Submitted,

Tonia Holowetzki
Director, Public & Government Affairs

ATTACHMENTS

- #1: Proposed Bylaws
- #2: Boundary Map

LAKE FOREST NEIGHBORHOOD ASSOCIATION BYLAWS

June 10, 2025

Article I. Name

The name of this organization shall be the Lake Forest Neighborhood Association, hereinafter referred to as the "Association."

Article II. Purpose

The purpose of the Association is to provide a forum for its members to discuss matters of common concern and to represent the views of its 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 Boundaries

The boundary of the Association shall include those portions of Lake Oswego as identified in Exhibit 1, Lake Forest 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.
- 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 only one vote. Members shall be entitled to vote after their names and addresses have been properly recorded on the Association's records, including the 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 solicit voluntary contributions from its members and may conduct fundraising activities as directed by the Board.

Article V. Officers

Section 1. The officers of this association shall be chair, vice chair, secretary, and such other officers established by resolution of the membership at the 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 and 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 safe storage place as directed by the Board; administers request for reimbursement from the City of Lake Oswego and Clackamas County grant funds; disburses 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 and Clackamas County'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, along with the chair, all contracts when 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 Board members with the city and the county as requested.

Article VI. Board

Section 1. The Board shall consist of the officers and a minimum of two (2) and a maximum of six (6) 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 chair 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 in accordance with the authority granted by 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 Meeting Laws (ORS 192.610 et seq.) for those items on which the Association provides 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.
- e. Establish and maintain a continuing liaison between the Association and the appropriate officials and departments of the City of Lake Oswego, as well as other relevant government bodies.
- f. Discuss at each Board meeting any materials the City of Lake Oswego or Clackamas County has provided.
- g. Inform the membership on any issue that, in the opinion of the majority of the Board, is material or significantly affects the neighborhood. When timing allows, solicit membership opinions before adopting any policy or recommendation. If the Board is unable to wait for the next general Membership meeting to engage the membership prior to taking a position, adopting a policy, or making a recommendation, the Board will make its best effort to represent the membership based on its own varied experiences and conversations with the membership as they act.
- h. Make all policy decisions public through Association newsletters, emails, Association website or webpage, and, optionally, social media postings, 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, where appropriate, 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 and Clackamas County (as the county may request) 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 and/or Clackamas County, or its agencies, on any matter affecting the livability of the neighborhood.
- l. Work with the city and/or county to maintain a list of mailing addresses of members and potential members within the boundary of the Association. Additionally, property owners not residing within the Association's boundary will be placed on the mailing list upon request. This list will serve as the official contact list for Association members via 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 the neighborhood issues or concerns.
- p. Inform the City of Lake Oswego and/or county, by assuring 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 that are trying to develop or gain recognition.

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 general 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 and appointed

Article VIII. Meetings

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

Section 2.

- (a) Written notice of the annual general membership meeting and election of members of the Board shall be distributed to all members of the Association, the City Planning Commission, and city staff. Written notice may be given personally or by USPS mail, or by email.
- (b) Board meetings will be publicized with meeting notice signs posted at two prominent places in the neighborhood, and a meeting notice or announcement published in a local newspaper.

Section 3. The Board shall call a special membership meeting within fifteen (15) days if requested in writing by at least twenty (20) members of the Association. No USPS mail notification is required for a special membership meeting; however, the Board shall make every effort to inform the membership in a timely manner by posting signs, sending emails, and using other means as available.

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

Section 5. Board meetings and special membership meetings may be conducted using technology that allows officers, members, and persons eligible for membership to attend in person or via electronic means, such as telephone or virtual attendance.

Section 6. Membership Meeting. Action of the Association shall be by a majority vote of the voting members present at a general or special membership meeting for which proper public notice is given. The results of the voting may be reported through a "Yea" or "Nay" vote, unless it is too close to determine the winner, in which case a numerical vote must be taken and reported.

Section 7. Board Meetings.

(a) In cases where deadlines preclude action at a general membership meeting, the Association hereby delegates responsibility for taking action to the Board of Directors.

(b) All actions taken by the Board shall be reported to the Association at the next scheduled general membership meeting.

(c) The majority vote of the Board of Directors is required to pass a motion, even if the number of Board members voting is less than the total. (For example, a Board with seven (7) members requires four (4) affirmative votes to pass a motion, even if there are fewer than seven (7) members in attendance at the voting meeting.

(d) Board members shall abstain from voting on issues that they have a direct or indirect financial interest in.

Article IX. Voting

To vote in an election or on any item, a member shall comply with the membership qualifications of Article IV. Each member shall be entitled to one (1) vote.

Article X. Committees

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

Article XI. Parliamentary Government

All meetings shall be conducted in a business-like and respectful manner, adhering to recognized parliamentary procedures as outlined in Robert's Rules of Order. However, fairness and common sense shall prevail over the technicalities of Robert's Rules in each instance.

Article XII. 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 notification of the proposed amendment must be sent to each member along with notice of the meeting. The proposed amendment must be made available to the Members prior to the meeting, either electronically or in paper copy. 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 XIII. Compensation

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

Article XIV. 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 judgement 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.

