**By-Laws**

**of the**

**Hidden Spring Neighborhood Association**

**City of West Linn, Oregon**

**Article I. Name Of Organization**

The name of the organization shall be the Hidden Springs Neighborhood Association (HSNA) of the City of West Linn, Oregon.

**Article II. Statement Of Purpose**

The purpose of the HSNA is to communicate with the City and act on issues affecting the HSNA neighborhood and community livability; and to assist in improving the quality of life of residents of the Hidden Springs Neighborhood. The HSNA members have gathered together to form this neighborhood association pursuant to Chapter 2.100 of the West Linn Municipal Code. They recognize that by acting as a neighborhood association they may more effectively and positively influence issues that affect their quality of life by working collectively rather than as individuals. The HSNA seeks to serve the needs of the Neighborhood recognizing the diverse needs, interests, and backgrounds of neighborhood members.

**Article III. Membership, Meetings, and Voting** **Section 1. Boundaries**

The boundaries of the HSNA were established historically per the attached map. {WLCC 2.100(3) and 2.100(4)(b)}

**Section 2. Membership**

1. The membership of the HSNA shall not be limited by race, creed, color, sex, age, heritage, national origin, or income. Any resident, business owner or owner’s representative, nonprofit organization’s official representative, or property owner who resides, owns property, or maintains a business within the recognized boundary of the HSNA and is at least eighteen (18) years of age is a member of the HSNA. {WLCC 2.100(4)(a)}
2. Participation in the HSNA does not limit the right of any person or group to participate directly in their individual or collective capacities in the decision-making process of the City Council or City Departments through the normal channels open to any citizen of West Linn.

**Section 3. Voting**

1. HSNA individual residents, business owner or business representative, organization official representative, and property owner within the boundaries of the HSNA shall have one vote each to be cast in person during attendance at any duly-convened general or special meeting.
2. No voting by proxy is allowed. . The tally of all votes, yea, nay, or abstaining, and whether or not any motion has passed will be verbally stated by the presiding officer and entered into the meeting minutes by the recording secretary. {WLCC 2.100(4)(a)}
3. Motions and resolutions are passed by a simple majority of members present at the meeting.

**Section 4. Quorum**

In order to transact HSNA business impacting the real property rights of any person or entity, a quorum of members must be present at the meeting when the business is conducted. For the purpose of HSNA business that affect real property rights, a Quorum shall consist of a minimum of 30 members at the time, place and date of the meeting. For other HSNA business, a Quorum shall consist of a minimum of 10 members.

**Section 5. Meetings**

1. The HSNA will meet at least yearly in February. Additional meetings may be called as seen necessary by the Officers or per the provisions of (b) below. Meetings shall be announced at least two weeks in advance by e-mail notice to all members providing an e-mail address on the HSNA website, www.hiddenspringsna.org. Members may also contact the website to remove their names from the e-mail list. The meeting notice e-mail shall come from the HSNA President and shall contain the date, time and place of the meeting and a meeting Agenda. Signage announcing time and place shall also be set out at a minimum of four locations within the neighborhood. A meeting may be cancelled by a notice posted on the HSNA website and by e-mail sent to all members providing e-mails addresses to the HSNA, at least five (5) calendar days before the scheduled meeting. In recognition of summer activities, general meetings may be suspended for any or all of the months of June, July, or August, unless a Meeting Notice is sent to the members in accordance with the procedures set forth above. Future general meeting(s) may also be cancelled by formal motion passed at a regular meeting. The suspension/cancellation of any general meeting shall be communicated to the City at least five (5) days prior to the meeting so that proper notice may be posted on the City's web site. Meetings must be held at least annually to maintain the minimum standards requirement of the City. {WLCC 2.100(c)(4).}
2. Special meetings of the HSNA may be called by the President, Vice-President or by a quorum of at least 10 members, but not more than once per a month and are open to all HSNA members. Special meetings are held at times other than the regularly scheduled general meeting for the purpose of informing members of any activity or to expedite activities of the HSNA that cannot reasonably be postponed until the next regular meeting. In order for the members to call a meeting, a quorum of the members must each sign a petition requesting a special meeting and submit the petition to an officer. The special meeting shall be called to order no more than two weeks from the date that the petition is submitted to an officer. The signed petition shall be posted on the HSNA website along with the Meeting Notice.
3. Any meeting, whether general or special, shall be at a place and time set by and called to order by an HSNA officer.
4. There shall be at least one week’s notice provided of a general or special meeting, although shorter notice, but in no case less than two business days, may be provided in case of any emergency. Proper notice shall mean to include: signage within the boundaries of the Neighborhood, posting on the HSNA website, e-mails sent to all members who have provided e-mail addresses to the HSNA.
5. All properly-convened general or special meetings of the HSNA shall be conducted following in conformance with the applicable public meetings laws; and, if needed, in accordance with Robert Rules of Order. All such meetings shall have written minutes properly corrected and approved at the next regularly scheduled meeting. For each meeting, copies of the approved minutes and the attendance register shall be provided to the City for public review. {WLCC 2.100(4)(c)(2)}

**Section 6. Land Use Decision Appeals**

1. Per West Linn City Code Section 2.175, the HSNA may appeal land use decisions made by the planning director or planning commission to the appropriate bodies without cost if the Planning Director finds that the HSNA has followed the proper appeal procedures as set forth in WLCC Section 99.140 and Sections 99.240 through 99.300.
2. If any land use decision is deemed adverse to the quality of life of the HSNA, members may bring a motion to appeal that decision before the membership at any general or special meeting. If the motion carries, the presiding officer shall appoint a Land Use Appeal Committee, whose charge shall be to prepare a written report reflecting the majority view and to submit the report at the next general or special meeting. Upon acceptance of the report by the members, the Land Use Appeal Committee shall submit the appeal to the proper City officials and/or commission following the procedures cited in Section 6(a), above.

**Article IV. By-Laws**

**Section 1. Adoption of By-Laws**

These By-Laws shall be adopted at an organizational meeting of the HSNA. The organizational meeting may be called by any member of the HSNA. The By-Laws become effective upon formal motion and approval by a majority of members present at the organizational meeting.

**Section 2. By-Laws Amendments**

1. The By-Laws of the HSNA may be amended or corrected by a majority vote of a quorum of at least 30 members present at any general or special meeting that has been properly noticed to the members. Any amendments must first be reviewed by the members and presented to the membership in writing.
2. By-Laws amendments shall be transmitted to the City in writing by the designated HSNA elected officer within two weeks of their adoption by the HSNA.

**Article V. Officers**

**Section 1. Officers**

1. The Officers of the HSNA shall consist of a President, Vice President, and Secretary-Treasurer. Officers will serve for a period of two years. Vacancies will be filled by nomination and majority vote of the membership at the next general meeting. Any duly-elected officer filling a partial term will serve for the unexpired portion of that term. {WLCC 2.100(4) (c)(1) }
2. Board members and committee chairpersons may meet at their discretion and, as allowed by law, to plan meetings and nominate committee members for ratification by a majority vote of the membership at a regular meeting. Or, in the alternative, committee members may be appointed and approved in a general meeting of the membership.

**Section 2. Duties and Responsibilities of Officers** a) The President.

1. Calls, prepares agenda for, and presides at all meetings.
2. Serves as the principal liaison with the City, and other neighborhood associations. Submits written copies of all committee reports and petitions to the proper City officials or departments.
3. Oversees and monitors the other officers, committee chairpersons, and committees of the HSNA and ensures that their actions are consistent with the authority delegated by the membership.

4) Directs the disbursement of HSNA funds.

b) The Vice President

1. Assists the President in carrying out the duties of the office.
2. Presides at meetings in the absence of the President.
3. Ensures that all committee chairpersons have basic materials to perform their functions.
4. Exercises the duty of President when so delegated by the President or when the President is unable or unavailable to exercise those duties.

c) Secretary-Treasurer

1. Maintains the roster and tally of HSNA members.
2. Keeps permanent record of minutes of all meetings, correspondence, and HSNA records, property, and archives.
3. Provides and coordinates meeting notices and other activity notices of the HSNA.
4. Maintains a current list of officers and committee chairpersons and exercises the duties of the President, when so delegated by the President; Or, when the President and Vice President are unable or unavailable to exercise those duties, the Secretary shall oversee the appointment of a President *ProTem* for that meeting to conduct the scheduled business of the meeting, subject to the approval of the membership.
5. Maintains the financial records of the HSNA.
6. Prepares and delivers to the President any financial reports to be submitted to the City.

**Section 3. Elections of Officers**

1. An initial election of officers shall be held after the by-laws are adopted by a majority of the members at the organizational meeting.
2. Any member may nominate any other member, including himself or herself, for any elected office.
3. Officers will be elected by majority vote of the members after their nomination has been properly moved and seconded.
4. If no nominee receives a majority of votes in a contested election, there shall be a run-off election between the two nominees receiving the most votes.
5. An officer may be removed and replaced during their two-year term of office by a majority vote of a Quorum of at least 30 members, at a meeting of the membership, properly called and noticed, wherein the proposed removal of the officer and election of a replacement officer is set forth in the Meeting's Agenda.

**Article VI: HSNA Property**

**Section 1. Website**

1. The HSNA website, www.hiddenspringsna.org, is the property of the HSNA and shall be maintained by the currently elected officers or a member delegated that responsibility by the President. Annual website maintenance fees shall be paid from available HSNA funds.
2. The HSNA e-mail list is for the exclusive use of the HSNA officers in carrying out their responsibilities to the resident HSNA members. The submission of e-mail addresses to the HSNA is for the purpose of allowing communication between the HSNA and its members.

**Section 2. Records and Signs**

1. The HSNA records and signs shall be controlled by the current officers and shall be transferred to newly elected officers at the beginning of their terms.