

Marylhurst Neighborhood Association By-Laws West Linn, Oregon

Article 1: Name of Organization

The name of the organization shall be the Marylhurst Neighborhood Association (MNA).

Article II: Statement of Purpose

MNA's purpose is to maintain and improve the quality of life of residents of our neighborhood. The members of MNA gather together to form and support this association because they recognize that they may more effectively and positively influence activities that affect their quality of life by acting collectively rather than individually. The MNA seeks to serve the neighborhood having individuals and families of diverse needs, interests and backgrounds, and believes in and will strive to respect that diversity.

Article III: Membership, Meetings and Voting

Section 1: Boundaries.

MNA's boundaries as of the time these bylaws were prepared are established by the map that is included in Appendix A.

Section 2: Membership.

- a) Membership in MNA is open to any person residing within the MNA boundaries of voting age, any owner of property within the MNA boundaries, and any entity, including business licensee, non-profit organization, or government maintaining an office within the boundaries, so long as the entity's office location complies with all applicable government regulations, including but not limited to regulations governing land use, zoning and licensing and none of the entity's members reside within the MNA boundaries.
- b) MNA does not limit the right of any person or group to participate directly in the decision-making process of the City Council or City departments through normal channels open to any resident.
- c) Any eligible person automatically is a member.

Section 3: Standard Notification.

- a) Within these by-laws, any reference to “notification” means giving at least ten working days advance notification so that membership may be informed of the agenda or event.
- b) Exceptions to standard notification may be made for special meetings if it is not possible to provide standard notification and reasonable attempts were made to provide advance notification.
- c) Notification is done either electronically via the city website or by email. In the event a member does not have internet or email capability, that member may request the receipt of the notice by US mail.

Section 4: Voting.

- a) Each member eligible to vote as defined in Section 2a shall have one vote to be cast during attendance at any general or special meeting. Precisely one representative from each entity defined in 2a shall have the same voting privilege as residents and property owners mentioned above.
- b) Voting must be done in person at the meetings, and no voting by proxy is allowed. Voting shall be in the manner determined by the presiding officer. The secretary records votes in the minutes.
- c) Voting for officers is by written ballot.
- d) Standard notification applies to the topic of the vote.

Section 5: Quorum and Resolutions.

- a) A quorum is defined as the smaller of eight members or one percent of the estimated number of eligible members.
- b) Resolutions are written motions that are passed by a simple majority vote at a meeting.
- c) Resolutions may only be passed concerning topics covered by an agenda item so that membership is informed of the possibility of a vote.
- d) Resolutions express the MNA's endorsement of the motion and affirm the recognized authority of the MNA in the matter covered by the motion.
- e) Resolutions may only be nullified by a new motion receiving a three-fourths majority vote at a subsequent meeting and with agenda notification of the motion as specified under Section 3.
- f) MNA is authorized to appeal a land-use decision to the Planning Commission and/or City Council by passing a resolution to appeal. Where possible, the matter will be assigned to the MNA Land Development Committee for review, and a report will be submitted to the membership prior to voting on the resolution.

Section 6: Meetings.

- a) Meetings shall be general or special.
- b) General meetings shall be open to members and will be held not less than four times a year.
- c) Standard notification of agenda topics will be made.
- d) Special meetings may be called, but not more than twice a month and are open to all members. Any member may request that a special meeting be called by contacting a board member. Special meetings are held at times other than a general meeting time for the purpose of informing members of any activity or to expedite activities of the MNA, in accordance with Paragraph (e).
- e) Any meeting, whether general or special, shall be at a place and time set by and called to order by the President or another officer acting on his or her behalf.
- f) All meetings shall be conducted in conformance with the public meeting laws.
- g) Written minutes shall be taken as required by the open meetings law.
 1. Tape recordings in lieu of minutes are allowed for executive sessions.
 2. Minutes are made available to the membership within three weeks after a scheduled meeting or special meeting.
 3. Minutes indicate at a minimum, and where applicable:
 - 3.1) Number of members present, as evidenced by the attendance register.
 - 3.2) Motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition.
 - 3.3) The substance of discussion on any matter.
 - 3.4) A reference to any document discussed at the meeting.
 4. Copies of minutes and an attendance register shall be provided to the City for public review within 45 days.

Article IV: By-Laws

Section 1: Adoption of By-Laws

These by-laws shall be adopted at an organizational meeting. The organizational meeting may be called by any person eligible for membership in MNA, the by-laws will become effective upon approval by a majority of those voting at the organizational meeting who are eligible for membership in MNA.

Section 2: By-Laws Amendments.

These by-laws may be amended by a majority vote at a meeting, provided the amendment is in writing and has been discussed and reviewed by the By-Laws Committee, and notification of the written amendment has taken place.

Section 3: Communications with the City.

- a) MNA shall provide the City with:
 - 1. Updates or amendments to the by-laws.
 - 2. A current list of MNA's officers and their addresses.
 - 3. Any other information that may be required by City ordinance or code to obtain or retain recognition from the City as a neighborhood association.
- b) The city shall provide MNA with a map showing the boundaries of the MNA.

Article V: Officers

Section 1: Board of Directors (Board).

The Board of Directors consists of the President, Vice President, Secretary and Treasurer. Board positions will be held for one-year terms. Board vacancies are filled by a majority vote of members present at a general meeting, or at a special meeting, provided notification has taken place on this topic, and will serve for the unexpired portion of the one-year term. Board members and committee chairpersons may hold executive sessions at their discretion to plan meetings and make committee appointments.

Section 2: Officer's Duties and responsibilities.

- a) President.
 - 1. Calls, prepares agenda for, and presides at all meetings.
 - 2. Sees that all committee recommendations and reports are submitted to the City and other neighborhood associations.
 - 3. Sees that other officers, committee chairpersons and committees act consistent with the authority delegated by the membership.
 - 4. Makes any document sent on behalf of the MNA to the city available to the secretary.
 - 5. Has the authority to delegate.
- b) Vice President.
 - 1. Assists the President with all duties of his/her office.
 - 2. Presides at meetings in the President's absence.
 - 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.
 - 1. Keeps permanent record of minutes of all meetings, correspondence, and MNA records, property and archives.
 - 2. Provides and coordinates meeting notices and other activity notices of MNA.
 - 3. 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.

- d) Treasurer
 - 1. Keeps financial records of MNA.
 - 2. Prepares and files any financial reports required by government authorities.
 - 3. Is Chair of the Finance Committee and exercises the duties of the President, when so delegated by the President, or when the President, Vice President and Secretary are unable or unavailable to exercise those duties.

Section 3: Elections of Officers.

- a) An initial election of officers shall be held after these by-laws are adopted.
- b) Any member may nominate any other member, including himself or herself for an elected office.
- c) Officers must be resident members eligible to vote.
- d) Officers are elected by a majority of those voting.
- e) If no nominee receives a majority of votes in a contested election, there shall be a runoff election between the two nominees receiving the most votes. The first runoff may be held during the meeting in progress. Any additional runoff elections are held at subsequent meetings that have had notification of the topic at hand.
- f) Nominations for officers are on the agenda of the meeting prior to the October meeting.
- g) Election of officers takes place at the October meeting.

Article VI: Committees

Committees provide MNA with policies, recommendations or reports. The policies, recommendations or reports are submitted to the membership of MNA for approval. Unless otherwise noted, the Board appoints chairpersons and members of the committees. The Board may elect not to fill certain committees and may delegate the appointment of committee members to committee chairpersons. Any motion may be made and voted upon, based on committee report recommendations, as long as the committee report is on the meeting agenda.

Section 1: Operations Committees.

Operations committees support MNA meetings, activities, and membership.

- a) By-Laws:
 - 1. Reviews and makes recommendations regarding by-laws and proposed amendments to by-laws.
- b) Membership:
 - 1. Volunteers to distributes meeting and agenda notifications when necessary
Obtains support from neighborhood residents.
 - 2. Encourages eligible individuals to become members and is responsible for liaison with other community organizations.

- c) Finance:
 1. Responsible for financial arrangements and financial records of MNA.
 2. May review the proposed City budget and makes recommendations.
 3. The Treasurer is chair and may appoint members to the committee as appropriate.
- d) Social:
 1. Responsible for planning and coordinating MNA social functions.

Section 2: City Advisory Committees

City advisory committees assist MNA and the city in developing and reviewing issues and problems of mutual concern. These committees are used to broaden the participation of MNA in advisory roles to the city relating to policy matters and decisions that come before the City Council, administration or city boards and commissions.

- a) City Liaison:
 1. Request persons of contact and be the conduit for City Council, Planning Commission or other City Government.
 2. Prepares reports to be shared with the Board of Directors and the membership at MNA meetings.
 3. Makes presentations approved by the membership to the City on behalf of MNA.
- b) Safety:
 1. Make recommendations to increase the safety of homes and businesses of MNA.
- c) Parks and Recreation:
 1. Promote and make recommendations relating to the location of parks and recreation facilities.
- d) Public Works:
 1. Make recommendations relating to traffic management, street maintenance, storm and sewer facilities, sidewalks and bicycle paths.
- e) Land Development:
 1. Recommend land uses for housing, businesses, streets and other facilities requiring construction or alteration of the existing landscape.
 2. Review planning goals and guidelines.
- f) Neighborhood Plan Committee:
 1. Corresponds with the city regarding the Neighborhood Plan.
 2. Monitors and reports on the implementation of the Neighborhood Plan.

Section 3: Ad Hoc Committees

The President, Board of Directors and/or membership may establish ad hoc committees to provide recommendations on specific issues, concerns, events or activities.

Adopted: _____

Attest: _____

Appendix A: Map of Boundaries

