

BYLAWS

WILLAMETTE NEIGHBORHOOD ASSOCIATION

Revised and adopted June 8, 2016

Article 1 – Name and Purpose

Section 1.1: Name of Organization. The name of the organization is the Willamette Neighborhood Association. The organization shall be the neighborhood association organized and recognized by the City of West Linn under West Linn Municipal Code Section 2.100.

Section 1.2: Purpose. The purposes of the Willamette Neighborhood Association (WNA) are:

- (a) To encourage and foster community involvement by the residents and businesses of the neighborhood to improve livability,
- (b) To provide public forums for education, discussion, debate and advocacy regarding issues of concern to the neighborhood and the City,
- (c) To serve as a voice for the Willamette Neighborhood before local governing and advisory bodies by presenting views and testimony on the unique needs of the neighborhood,
- (d) To provide consistent accurate, and timely channels of communication between the City, other governing agencies, advisory bodies, and WNA residents,
- (e) To organize or support social and cultural activities that promote Willamette Neighborhood and City of West Linn (City) identity, cohesion, and community building, and
- (f) To consider the issues of all of the neighborhood areas within WNA boundaries.

Section 1.3: Vision Statement. The WNA shall monitor, maintain, and interpret the WNA Vision Statement and make updates and revisions as warranted. For the purposes of this section, "Vision Statement" includes any document that is approved by the WNA, describes a prospective vision for the neighborhood, and is referenced as such in the West Linn Comprehensive Plan.

Section 1.4: Rules. The WNA may adopt rules governing its processes, separate from these Bylaws. Such rules may not conflict with these Bylaws or City Code.

Article 2 – Membership

Section 2.1: Eligibility. A person is eligible for membership in the WNA if they satisfy any one of the following criteria:

- (a) A person who is a resident within Willamette,
- (b) A person who owns property in Willamette, but each distinct property will be afforded only one membership through ownership, or
- (c) Is representing a business or non-profit organization situated in Willamette, but each distinct business or non-profit organization will be afforded only one membership through business or nonprofit affiliation.

For the purposes of these bylaws, "within Willamette" or "in Willamette" means within the boundaries of the Willamette Neighborhood Association as adopted and recognized by the City of West Linn.

Section 2.2: Independent Advocacy. Membership in the WNA does not limit the right of any person or group to participate directly in the decision making process of the City Council or other city bodies through normal channels open to all residents.

Section 2.3: Voting. All eligible members of voting age shall have one vote each to be cast during attendance at any general or special meeting. Representatives of business licensees and non-profit organizations shall have the same privileges as residents and property owners.

Article 3 – Meetings

Section 3.1: Meetings. General Meetings of the WNA shall be held for purposes of discussion, debate, information sharing, internal regulation, and adoption of rules or positions. General meetings shall be held monthly if possible, on a regular and noticed schedule unless canceled or moved with adequate notice. General meetings shall be held not be less than quarterly.

Section 3.2: Quorum. 5 members present at any meeting of members shall constitute a quorum at said meeting.

Section 3.3: Meetings. All meetings of the WNA shall be open to all members of the WNA and to the general public. Notice and accessibility shall be pursuant to City Code and State Law governing public meetings. Robert's Rules of Order will serve as a reference when needed though not a requirement for conducting meetings.

Section 3.4: Annual Meeting. One meeting each year will be devoted to introduction of candidates for election of officers, establishment of working committees, and discussion of goals and the budget for the coming year.

Section 3.5 Notice. Meetings shall be noticed to the general membership and the public at large by publicizing the upcoming agenda. The agenda shall be sent to the appropriate office in the City of West Linn and shall list the time and location of the meeting as well as a description of the items to be discussed including any action items. Action items include but are not limited to:

- (a) Adoption of WNA rules or policy,
- (b) Adoption of an advisory stance or resolution or statement regarding an issue that is or may be before the City Council or an advisory board,
- (c) The adoption or issuance of any communication conveying an official stance or position of the WNA,
- (d) Election of WNA officers, or
- (e) Expenditure of moneys or adoption of a budget.

Any item on an agenda may be carried over to the next agenda. Without notice, the membership may vote to place an action item on a specific future agenda.

Section 3.6: Process. Meeting procedures must adhere to the following elements:

- (a) A quorum must be present in order to approve any action items.
- (b) Amendments to any item may be added, within the scope of the subject matter, at the meeting upon which it is considered.
- (c) All votes must be made to the final version, as amended, of the item in question.
- (d) The President shall allow time for deliberation or discussion prior to a vote on any action item, and all eligible WNA members in attendance who would like to speak to it may do so, although the President may require that the discussion remain germane to the issue at hand.
- (e) Upon a motion and second by members other than the Chair, the eligible WNA members in attendance may adopt an item with a simple majority of those present.
- (f) The Secretary shall maintain a record of any adoption of an action item, to be included in the minutes of the relevant meeting.

The WNA may adopt standing rules further describing the conduct, decorum, and process of meetings. A current version of Robert's Rules of Order may be used in circumstances not covered by these bylaws or adopted rules of process.

Section 3.7: Posting of Minutes. The Secretary shall prepare draft minutes of each meeting, and will append the draft minutes to the agenda of the subsequent meeting. Upon approval by the WNA membership, the Secretary will send the approved minutes to the appropriate office at the City of West Linn.

Article 4 – Officers and Committees

Section 4.1: Executive Committee. The Executive Committee shall consist of the following officers:

- (a) **President.** The President calls meetings, sets agendas for meetings after consultation with the Executive Committee, presides at meetings, ensures that materials are provided to the City in a timely manner, and will work with the general membership and Executive Committee to ensure that WNA instructions and decisions are carried out.
- (b) **Vice-President.** The Vice-President assists the President with all duties of the office, presides at meetings in the President's absence, receives reports from all Committees and helps ensure that members have access to meeting notices and other WNA notices.
- (c) **Secretary.** The Secretary keeps permanent minutes of all meetings, correspondence, and the WNA's records, maintains a current list of all officers and committee chairpersons, submits draft minutes (subject to approval at the next general meeting), and final (approved) minutes of the meetings and a list of meeting attendees to the City.
- (d) **Treasurer.** The Treasurer keeps and reports on financial records of the WNA and advises on budgeting and expenditures.

Section 4.2: Term of Office and Elections. Not less than once each year, any candidates for each office will be considered and voted on by the eligible WNA membership.

Section 4.3: Committees. The President, in consultation with the Executive Committee, may establish committees to perform various duties and report back to or advise the WNA. Committees may be established on a permanent or temporary basis, but permanent committees shall be codified in rule. Committees may not convey a position on an issue to the City Council,

an advisory body, or any other individual or group unless that position has been endorsed by the WNA.

Section 4.4: Planning Liaison. The Executive Committee, through unanimous decision, may appoint a Planning Liaison to coordinate communications between eligible WNA members and development applicants. The President shall inform the appropriate office of the City of West Linn that the Planning Liaison is the designee described in West Linn Municipal Code Section 99.038.

Section 4.5: Personal Advocacy. Officers of the WNA may voice their personal opinion as a West Linn resident about political candidates and issues; however, they may not speak on behalf of the WNA or use any current WNA title to endorse any candidate for office or to endorse any position not endorsed by the WNA.

Article 5 – Finance

Section 5.1: No Dues Required. No dues or membership fees will be charged to WNA members. However, voluntary contributions may be accepted, and activities to raise funds for WNA may be held as appropriate.

Section 5.2: Accounts. The WNA shall keep moneys under its control in an insured account at a bank or credit union with a branch in West Linn.

Section 5.3: Expenditures. No moneys from the WNA accounts may be expended except by authorization of the WNA, either as a one-time expenditure or as a portion of an approved budget.

Article 6 – Bylaws

Section 6.1: Bylaws review. The President shall appoint and convene a committee to review the WNA Bylaws and to make any prudent recommendations for adjustments at least once every two years. Upon a vote by the membership such a committee may be appointed and convened at any point.

Section 6.2: Bylaws proposed. Proposed amendments to the WNA Bylaws must be presented one meeting prior to the meeting at which they are adopted. For the meeting at which proposed Bylaw amendments are presented, they must be noticed as part of the agenda and the text of the amendment must be appended to the agenda.

Section 6.3: Voting. Proposed amendments to the WNA bylaws are adopted upon approval by a majority of eligible members present at the meeting.

Article 7 – City Code and State Law

Section 7.1: Supremacy of Conflicting Provisions. Wherever West Linn City Code or State Law conflicts with these Bylaws, the relevant portions of West Linn City Code or State law will take precedence.

APPROVED by vote of the WNA membership

DATE: June 8, 2016

PRESIDENT

Karl Holmes

VICE-PRESIDENT

Julia Simpson

SECRETARY

Katie Halicki

TRESURER

Elizabeth B. Rocca