



MEMORANDUM

TO: Clackamas County Board of County Commissioners (BCC)
FROM: Tonia Holowetzki, Interim Director, Public & Government Affairs
RE: Approval of Proposed Bylaws for the Jennings Lodge Community
Planning Organization
DATE: July 31, 2024

REQUEST: PGA is requesting the Board of County Commissioners approve the proposed bylaws for the Jennings Lodge Community Planning Organization (CPO).

BACKGROUND: The reason for these small changes is that the two-meeting requirement per year for retaining and restoring voting memberships was originally based on meeting occurring 9-11 times a year.

Recently, the Jennings Lodge CPO needed to reduce the frequency of its meetings to four times a year, which made it challenging for members to retain their voting member status by attending the required number of meetings. The updated language in the bylaws now only requires voting members to attend one meeting a year in order to retain their voting member status.

Respectfully Submitted,

A handwritten signature in black ink, appearing to read 'T. Holowetzki'.

Tonia Holowetzki
Interim Director, Public & Government Affairs

Attachments
Proposed bylaws

Jennings Lodge Community Planning Organization Bylaws

The language in **underlined boldface** is required by the County.

ARTICLE I - NAME

The name of this organization shall be the JENNINGS LODGE COMMUNITY PLANNING ORGANIZATION. Also referred to herein as the JLCPO or Jennings Lodge CPO.

ARTICLE II - JENNINGS LODGE CPO AUTHORIZATION and BOUNDARIES

Section 1. Authorization

Oregon Senate Bill 100 and State Goal 1 in Oregon Administrative Rule (OAR) 660-015-0000(1) require counties to establish citizen involvement programs. To implement these requirements, Clackamas Board of County Commissioners Order # 73-1659 adopted a County Citizen Participation Policy to insure widespread citizen involvement and input in all phases of the planning process, and established community planning organizations. The Jennings Lodge Community Planning Organization operates as a duly established and recognized community planning organization (CPO) by Clackamas County, to help the County satisfy the goals and objectives of State Goal 1 on Citizen Involvement, and carry out the adopted policies in Clackamas County Comprehensive Plan Chapter 2 on Citizen Involvement.

Section 2. Boundaries

Boundaries of the Jennings Lodge CPO shall be the same as those established by Clackamas County. Jennings Lodge CPO may petition Clackamas County to change the boundaries as appropriate. A map defining those boundaries is attached as Exhibit "A" and incorporated into these bylaws by this reference.

ARTICLE III - PURPOSE and GOALS

Section 1. Purpose

The purpose of the Jennings Lodge CPO is to bring together those who share a common concern for the Jennings Lodge Community in matters concerning community development, land use, and community issues in general.

Section 2. Goals

1. To inform and involve the Jennings Lodge Community in all proposed developments and/or changes in land use which will affect the area, and provide an opportunity for community input.
2. To engage and organize the Jennings Lodge Community to establish their own priorities, and develop planning proposals with respect to land use, zoning, parks, water resources, open space and recreation, annexation, housing, community facilities, transportation and traffic, community services, and other factors affecting the livability of the area within the boundaries of the Jennings Lodge CPO.
3. To make recommendations to and pursue meaningful responses from Clackamas County on matters affecting areas within the boundaries of the Jennings Lodge CPO.
4. To provide the Jennings Lodge Community with a vehicle for establishing an organized two-way communication channel with public agencies and governmental organizations.
5. To advise County, Regional, State, and Federal agencies about the Jennings Lodge Community's concerns and problems and suggest solutions for same.
6. To maintain a vigilant posture to sustain a safe, healthful, and pleasant quality of life within Jennings Lodge.

7. To advocate on behalf of the Jennings Lodge Community to ensure proposed development within the community is compatible with the character of existing neighborhoods.
8. To diligently work with the County to fulfill the goals and objectives of State Goal 1 on Citizen Involvement, and the Clackamas County Comprehensive Plan.
9. To take such action as necessary, as a non-partisan group, in support of Jennings Lodge community interests.

ARTICLE IV – MEMBERSHIP, VOTING MEMBERSHIP, VOTING and QUORUM

Section 1. Membership

Membership in the Jennings Lodge CPO shall be open to anyone 18 years of age or older **who is a resident of the recognized area, a property owner within the recognized area, or a designated representative of a business, corporation or trust within the recognized CPO area.** Membership shall not be limited by race, creed, ethnicity, sex/gender, sexual orientation, age, heritage, national origin or income.

Membership will be recognized upon signing the official membership register. The eligibility of new members may be verified by the Jennings Lodge CPO Board. Participation is by individual initiative rather than by governmental invitation. The Jennings Lodge CPO is participatory rather than appointive.

Section 2. Voting Membership

Voting Members:

- A. To **initially** become a voting member of the Jennings Lodge CPO, and thus be eligible to vote on actions to be taken by the Jennings Lodge CPO, a member must have signed in at and attended at least **three two** Jennings Lodge CPO Regular or Special meetings during the previous 12 months; and may vote starting after signing in at member's ~~third (3rd)~~ **second (2nd)** such meeting.
- B. To retain voting status in the Jennings Lodge CPO, a voting member must attend at least two Jennings Lodge CPO Regular or Special meetings in the current or previous calendar year, beginning in the year under which voting privileges are attained.
- ~~C. Voting privileges will be suspended for a new calendar year for voting members who have not attended at least two meetings in the previous calendar year.~~
- ~~D. Starting with voting members in 2020, to restore voting privileges, a member must attend at least two Jennings Lodge CPO Regular or Special meetings in a calendar year; and may vote starting after signing in at the member's second (2nd) such meeting.~~

Section 3. Voting

- A. **Action by the Jennings Lodge CPO shall be by a majority vote of the qualified voting membership present at any Regular or Special meeting for which proper public notice is given and at which a quorum is present. Proxy votes shall not be allowed.** Only those members eligible to vote may make a motion.
- B. **The vote shall be verified by the Chairperson. The results of the voting shall be reported as required by ORS 192.650(1)(c) and made part of the meeting minutes as follows:**
 1. **If the number of eligible voting members within the Jennings Lodge CPO exceeds 25, then the vote of the members shall be reported numerically.**
 2. **If the number of eligible voting members within the Jennings Lodge CPO is 25 or less, then the vote of each member shall be reported by name.**
- C. The Jennings Lodge CPO Chairperson shall not vote, except in case of a tie.

The Jennings Lodge CPO may delegate responsibility for taking action to the Board of Directors. If the authority to take any action on behalf of the Jennings Lodge CPO is delegated to the Board of Directors, all

meetings of the Board of Directors at which the Board may make a decision (as defined in ORS 192.610) or deliberate toward a decision shall be held in compliance with ORS 192.610 through 192.690.

Section 4. Quorum.

The quorum for a Regular or Special Jennings Lodge CPO business meeting shall consist of seven (7) voting members, of which at least three (3) are Jennings Lodge CPO Board of Directors members, and at least three (3) are voting members who are not on the Jennings Lodge CPO Board of Directors.

ARTICLE V – BOARD OF DIRECTORS, DUTIES OF OFFICERS and DIRECTORS-AT-LARGE

Section 1. Board of Directors

A person must be a voting member to be eligible to serve on the Board of Directors of the Jennings Lodge CPO.

The Board of Directors shall consist of no fewer than four (4) voting members of the Jennings Lodge CPO as follows:

- A. At a minimum, four (4) Officers of the Jennings Lodge CPO, which shall be the Chair, Vice-Chair, Secretary, and Treasurer.
- B. In addition, the current Board of Directors may determine the need for additional Directors-at-Large.
- C. Two people may share the position or office of an officer, such as Co-Secretaries.

Section 2. Duties of Officers and Directors-at-Large

- A. Chair or (Chairperson): Sets the agenda for and presides at all Regular or Special Jennings Lodge CPO business meetings; appoints committee heads, and acts as an ex-officio member of all committees; represents the Jennings Lodge CPO in conferences or activities involving intra/inter-organizational planning and coordinating; and directs the Board on planning and coordination of Jennings Lodge CPO affairs.
- B. Vice-Chair: Works with the Chairperson and other members of the organization on inter-organizational planning and coordinating. Performs the duties of the Chairperson in his/her absence or disability.
- C. Secretary: Keeps and maintains minutes and attendance records of all Regular and Special meetings of the Jennings Lodge CPO. Maintains the membership registry required by these bylaws. Keeps record of correspondence which can be provided in response to requests per State Public Access Laws.
- D. Treasurer: Maintains an accurate record of all income and expenses of the Jennings Lodge CPO; maintains a bank account (if applicable); and presents a statement of account at every Jennings Lodge CPO meeting. A review of the financial records, by the Board of Directors, will be required annually and whenever a new treasurer is elected.
- E. Directors-at-Large: Assist the Chairperson and/or other Board Officers on policy matters, and perform other duties as requested.
- F. The Board of Directors may re-allocate duties among Board members, as necessary and appropriate.

ARTICLE VI – TERMS of OFFICE

Terms of office for all Officers and Directors-at-Large shall be for two (2) years. Terms for the office of Chairperson, Treasurer, and approximately one half of the number of Directors-at-Large will begin in odd-numbered years, and terms for the office of Vice-Chair, Secretary, and the approximate other half of the number of Directors-at-Large will begin in even-numbered years. Thus replacing only half the Board in any one election cycle.

ARTICLE VII – ELECTION(S) OF OFFICERS AND DIRECTORS-AT-LARGE, NOMINATING COMMITTEE, VACANCIES

Section 1.

- A. The Jennings Lodge CPO Officers and Directors-at-Large to be elected in the current year will be nominated at the first Regular Jennings Lodge CPO business meeting of the year.

- B. The Jennings Lodge CPO Officers and Directors-at-Large shall be elected at the end of the subsequent Regular Jennings Lodge CPO business meeting. Officers and Directors-at-Large shall assume their duties immediately upon election to office.

Section 2. Nominating Committee:

- A. A nominating committee shall be appointed by the Jennings Lodge CPO Board of Directors.
- B. The nominating committee shall name one (1) or more candidates for each Jennings Lodge CPO Officer and Director-at-Large position and verify eligibility.

Section 3.

At the election meeting, additional nominations may be made from the floor.

Section 4.

No person may be confirmed as a nominee without the permission of the nominated person.

Section 5.

Jennings Lodge CPO Officers and Directors-at-Large are elected by acclamation or written ballot (if need arises) of the Jennings Lodge CPO by a simple majority. If no candidate receives a simple majority of the votes cast, a runoff election shall occur between the two candidates receiving the most votes. The candidate receiving the most votes in the runoff election shall be elected to the position.

Section 6. Vacancies:

- A. A vacancy occurring in any Officer position must be filled for the unexpired term. The vacant Officer position shall be filled by the Board of Directors nominating one or more candidates who will be voted upon by the Jennings Lodge CPO members in attendance in a Regular Jennings Lodge CPO business meeting.
- B. A vacancy occurring in any Director-at-Large position may be filled for the unexpired term. The Director-at-Large position may be filled by a majority vote of the Board of Directors at their discretion.

ARTICLE VIII – JENNINGS LODGE CPO MEETINGS, MEETING NOTICE AND RECORDS, PROCESS AND PROCEDURE

Section 1. Regular Business Meetings

Regular Business Meetings of the Jennings Lodge CPO shall be held no less than twice per year.

Section 2. Special Meetings

The Chairperson shall call Special meetings at any time upon the request of a majority of Board of Director members or any seven (7) voting members of the Jennings Lodge CPO. The time and location shall be determined by the Chairperson and the Board of Directors, with the location to be within five (5) miles of Jennings Lodge.

Section 3. Meeting Notice and Records

Notice of all meetings shall be provided as required by ORS 192.640 of the Oregon Public Meetings Law. Minutes of all meetings shall be kept and made available as required by ORS 192.650 of the Oregon Public Meetings Law.

Section 4. Process and Procedure

The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the Jennings Lodge CPO. The Chair shall be guided by these principles in deciding any procedural questions.

ARTICLE IX – JENNINGS LODGE CPO COMMITTEES AND OTHER REPRESENTATIVES

Section 1. Committees

The Jennings Lodge CPO Board of Directors may create and dissolve committees as required to promote the purposes and objectives of the Jennings Lodge CPO. A chairperson for each committee shall be approved by the Jennings Lodge CPO Chairperson. A Jennings Lodge CPO committee may include individuals who are not voting members of the Jennings Lodge CPO.

Section 2. Other Representatives

The Jennings Lodge CPO Board of Directors may appoint individuals to represent the Jennings Lodge CPO as required to promote the purposes and objectives of the Jennings Lodge CPO.

ARTICLE X – JENNINGS LODGE CPO BYLAW AMENDMENTS

Section 1.

These bylaws may be amended.

Section 2.

Amendments must be approved by the Jennings Lodge CPO by a two-thirds (2/3) vote of the voting members present at a Regular Jennings Lodge CPO meeting.

Section 3.

Approved amendments shall be submitted to the County Counsel for approval. Suggested modifications provided by the County Counsel shall be presented to the Jennings Lodge CPO for consideration. Approval of further modifications to the bylaw amendments shall be approved pursuant to Article X, Section 2.

Section 4.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the Jennings Lodge CPO.

ARTICLE XI – DISSOLUTION

Should the Jennings Lodge CPO be dissolved, disbursement of the Jennings Lodge CPO's funds, if any, shall be to a non-profit organization, preferably within the Jennings Lodge CPO area. This organization shall be selected by the Jennings Lodge CPO voting members in attendance at the final Jennings Lodge CPO meeting.

ARTICLE XII - ALTERNATIVE BOARD OPERATION WITHOUT OFFICER DESIGNATIONS

Section 1.

Annually, by a vote of at least two-thirds of voting members present at a public Jennings Lodge CPO meeting, the Jennings Lodge CPO may choose to alternatively allow the Board of Directors to work collectively on the duties and responsibilities of Board members without having predesignated officer titles and duties.

Section 2.

When the alternative Board Operation without Officer Designations is in effect:

- A. All references to particular Officer and Board member titles in the Bylaws regarding duties, responsibilities and other actions, will be considered to be replaced by “Board of Director members”.
- B. The clause in Article IV, Section 2. C., that the Jennings Lodge CPO Chairperson shall not vote in a Jennings Lodge CPO meeting except in case of a tie, will not be in effect.

CHRONOLOGY of APPROVAL and AMENDMENTS to these Bylaws

- December 3, 2008, approved by the Jennings Lodge Community Planning Organization.
- December 5, 2017, amendments approved by the Jennings Lodge Community Planning Organization as a 100% replacement of previous bylaws.
- June 22, 2021, amendments approved by the Jennings Lodge Community Planning Organization.
- May 28, 2024, amendments approved by the Jennings Lodge Community Planning Organization.