

# Eagle Creek-Barton CPO Constitution and Bylaws

## ARTICLE I

### EAGLE CREEK-BARTON AREA COMMUNITY ACTION COUNCIL

This is a not for profit organization

## ARTICLE II

### PURPOSE AND/OR GOAL

- A. To bring together persons who share a concern for the neighborhood's interest and environment.
- B. To inform citizens in the community on all proposed developments or changes in land use that could or would affect the area through public meetings.
- C. To organize the citizens in the area to establish their own policies for realistic land use, such as zoning, conditional use permits, agricultural, residential, industrial development and/or other prescribed uses.
- D. To provide the community with a vehicle for establishing an organized two-way communications channel with public agencies and governmental organizations.
- E. To aid the community in preserving and enhancing the existing natural environment.
- F. To advise the County Engineering Department on neighborhood traffic and law enforcement problems and suggest solutions for these problems.

## ARTICLE III

### MEMBERSHIP A member must be:

- A. **A resident of the recognized area; or**
- B. **Property owner within the community area; or**
- C. **Designated representative of a business, corporation, or trust within the area.**
- D. Nonresident owners of property shall be considered to have the voting status of a business - one vote.
- E. Proof of eligibility shall be:
  - 1. Of legal voting age and
  - 2. Current Drivers License or
  - 3. Oregon State DMV ID card or
  - 4. Voter Registration with residence address.

#### **ARTICLE IV**

##### **BOUNDARY**

The area served shall be a parcel of land, beginning at the North at the Deep Creek Bridge over Highway 224, extending South along the Clackamas River to Estacada City Limits, thence East to Highway 224, thence North to Duus Road, thence East to Eagle Fern Park, thence North along Deep Creek, and back to Highway 224. See Exhibit "A" attached hereto and by this reference is made a part hereof.

#### **ARTICLE V**

##### **VOTING**

Each household within the jurisdiction of the CPO will be allowed to cast a maximum of two (2) votes. Businesses will be allowed to cast a maximum of one (1) vote. No voter may vote in two categories.

To vote in any election or on any item, a member must:

- A. Comply with the membership qualifications;
- B. Be of legal voting age;

- C. Have had registered at two two previous meetings during the past twelve months (meeting register will be checked);
- D. Be a registered member on the rolls of EAGLE CREEK - BARTON COMMUNITY ACTION COUNCIL.
- E. Proxies will not be accepted.
- F. **Action of the CPO shall be by a majority vote of voting membership present at any regular or special meeting for which proper public notice is given and at which a quorum is present. The results of the voting shall be reported numerically and become part of the minutes. In cases where response deadlines preclude action at a regular or special meeting, the CPO may delegate responsibility for taking action to the Board. Action shall be taken at a public meeting of the Board with proper notice given. (need interpretation)**

## ARTICLE VI

### QUORUM

Membership meeting quorum shall consist of five voting members, of which two are officers.

## ARTICLE VII

### ELECTIONS AND APPOINTMENTS

Officers, also known as Executive Board, shall be elected at the February meeting each year and will take office the following March 1. All officers will be elected for a one (1) year term except for the four (4) 4 Executive Board members, positions to be numbered 1, 2, 3 and 44, who will be elected for a two (2) year term starting February 1994. Board Members position #1 and #2 will be elected on even years thereafter and Board Member positions #3 and #4 #4 will be elected on odd numbered years thereafter. No one shall be elected to, or hold more than one (1) at any one time. If elected to a new office that person shall resign the former position immediately and a new board member shall be nominated and elected by the membership to complete term of the vacant position.

All non Executive Board elected or appointed positions and/or committees must be reappointed and/or re-elected annually.

## **ARTICLE VIII**

### MEETINGS

- A. Regular meetings will be held as deemed needed by the officers, or requested by members, to conduct the CPO business, with a minimum of two meetings per year. Such meetings will be advertised as required by County regulations.
- B. **Special meetings may be called by the officers of the organization under special circumstances such as in the event inadequate notification time is given to requests which require a response to the County. At least 24 hours notice to the members of the governing body, news media requesting notification, and the general public must be given for such special meetings. In the event action/response is required, it may be acted upon by the board to meet this deadline. Special meetings shall be open to all interested members and shall be called by the president or two officers.**
- C. Minutes shall be kept and will be available for inspection.
- D. Meetings will be conducted in accordance to Oregon Open Meeting Laws and in a businesslike manner and according to recognized parliamentary procedures (Robert's' Rules of Order).

## **ARTICLE IX**

### OFFICERS

Will be elected from the membership. Any officer who is unexcused and absent at two (2) wo2 consecutive meetings may be removed from office. Insert language here regarding board member behavior. Disciplinary action will be left to the discretion of the board.

- A. Responsibilities and duties:

1. President who presides at all meetings, and may represent the association at all conferences involving organizational planning and coordination or his or her appointed representative.
  2. Vice President who will perform the duties of the President in his or her absence, and otherwise aid in organizational activities.
  3. Secretary Treasurer who will keep minutes and attendance records of all meetings, keep a file of all association correspondence and records for public inspections, and will serve as treasurer as needed by recording funds, if any, of the association.
- B. The Executive Board will include all elected officers and four elected board members from the general membership and may also be called the "Board" or "Board Members". The Board shall be responsible for all public communications and/or News releases and/or Correspondence. It shall be the duties of any Board member to serve as an Incorporate Officer and be responsible for all filing and/or communication of the State Non-profit corporation laws.
- C. Rights of Officers:
1. Any voting Board member must declare a conflict of interest prior to discussion of any issue in which they have technical, legal or financial interest.
  2. Any officer, delegate, or member thereof, or any affiliated organization, by a 2/3 vote of its membership, shall have the right to file charges against any delegate, officer or member of the corporation for conduct unbecoming an officer, misappropriation of funds, malfeasance in office, or neglect of duty; or against any affiliated organization for having engaged in a course or activity inimical to the cause of civil well-being or out of harmony with the principles of community life; any officer may be removed by two-thirds (2/3) majority of the Board, provided that a written copy of these charges shall have been furnished to the officer not less than fourteen (14) consecutive days prior to the Executive Council meeting on which the vote for removal from office is to be held. Any officer or organization may resign from the corporation by submitting in writing the effective date of termination.

## **ARTICLE X**

### FINANCIAL OBLIGATIONS

- A. No members shall obligate the organization for any expense not authorized by a majority vote at a quorum meeting.
- B. All officers shall surrender any books, papers, and monies of the corporation upon the direction of the Board.

## **ARTICLE XI**

### AMENDMENTS

The constitution and by-laws may be amended by a two-thirds (2/3) majority vote of the membership at a regular or special meeting, at which a quorum is present, provided:

- A. that the proposed amendment has been read and approved at a previous regular or special meeting, and
- B. that the proposed amendment has been published in the minutes prior to adoption of the amendment at the following meeting.

## **ARTICLE XII**

### DISSOLUTION

Upon dissolution of the Corporation, any monies not obligated for expenses incurred prior to the dissolution shall be donated to the local Fire Department.

## **ARTICLE XIII**

### CONSTITUTIONALITY

If any clause, sentence, paragraph, section, article or portion of this constitution for any reason shall be adjudged invalid, by a court of competent jurisdiction, such judgment shall not affect, impair, or invalidate the remainder of this constitution but shall, be confined in its operation to the clauses, sentence, paragraph, section, article,

or portion of this constitution directly involved in the controversy in which judgment is rendered.

Bylaws amended June 12, 2003

Bylaws amended August 14, 2003