

Ladd Hill Neighborhood Association Bylaws
 (Adopted by unanimous Membership vote 12-17-2014)
 (Amended and adopted by the Membership vote on 8-16-2022)

Table of Contents

	Page
ARTICLE I: The Organization	3
Section 1. Name	3
ARTICLE II: Location	3
Section 1. Clackamas County Boundaries	3
Section 2. Yamhill County Boundaries	3
Section 3. Map (See Exhibit "A")	3
ARTICLE III: Purpose	3
Section 1. Purpose	3
ARTICLE IV: Membership and Voting	4
Section 1: Membership Qualifications	4
Section 2 Voting	4
Section 3 Board of Directors Ballot Processing	6
ARTICLE V: Board of Directors	6
Section 1. Number of Board of Directors	6
Section 2. Eligibility And Restrictions For Board Service	6
Section 3. Selection Of The Board Of Directors	7
Section 4. Term Of Office	7
Section 5. Vacancies	7
Section 6. Nominating Committee	7
Section 7. Duties Of Board Of Directors	8
Section 8. Officers	9
Section 9. Duties Of The Officers	9
A. Co-Presidents	9
B. Secretary	9
C. Treasurer	10
D. Compensation	11
ARTICLE VI: Meetings	11
Section 1. Procedures	11
Section 2. Quorum	12
Section 3. Records	13
Section 4. Meetings And Procedures	13
ARTICLE VII: Committees	13
Section 1. Creating Committees	13
Section 2. Committee Members	13
Section 3. Committee Expenses	13

Table of Contents (cont.)

ARTICLE VIII: Financial	13
Section 1. Financial Support	13
Section 2. Reallocation of Donations	13
ARTICLE IX: Conflict Of Interest	14
Section 1. Policy	14
ARTICLE X: Termination	14
Section 1. Dissolution	14
Section 2. Disbursement Of Funds	14
ARTICLE XI: Bylaw Amendments & Approval	14
Section 1. Amendments	14
Section 2. Signature Requirements	15
Exhibit A: Map of LHNA Boundaries	16
Table V-9C-1 Purchasing Authorization	11
Table V-9C-2 Payment Authorization	11

Note: All body text shown in bold face is required by law.

ARTICLE I: The Organization

Section 1. NAME. The name of the organization shall be the Ladd Hill Neighborhood Association, (the "LHNA"). The LHNA is a non-profit, charitable organization that is organized as a Community Planning Organization (CPO) of Clackamas County, Oregon.

Section 2. The LHNA shall also include parts of adjacent eastern Yamhill County because actions in either county could impact neighbors within the boundaries of the LHNA. Traffic on Wilsonville Road, safety issues, and the dominance of the agriculture and forestry zoning are two of the unifying factors.

ARTICLE II: Location

Section 1. CLACKAMAS COUNTY BOUNDARIES. The boundaries of the LHNA in Clackamas County shall be those established by Clackamas County.

Section 2. YAMHILL COUNTY BOUNDARIES. The features that outline the boundaries of the LHNA within Yamhill County are as follows:

- A. The boundary starts at the Clackamas / Yamhill County line on the north bank of the Willamette River continuing westward along the river to the Willamette Greenway Park. From the west end of this property, the boundary follows the Wilsonville Road to a jeep trail shown on the topographic map (immediately south of Renne Road). The boundary then trends northeastward following the jeep trail to its terminus thence continuing across non-roaded country straight to the intersection of Kramien and Corral Creek Roads. The boundary then continues eastward along Corral Creek Road to Parrett Mountain Road, just west of the county line. It turns northward along Parrett Mountain Road to the intersection of Smith Road, thence eastward along Smith Road to the Clackamas County line at the northwestern terminus of the Clackamas County Ladd Hill CPO boundary. The boundary then follows the county line south to the point of beginning on the north bank of the Willamette River.

Section 3. MAP. A map showing the LHNA boundaries is attached as Exhibit "A" and incorporated herein by reference.

ARTICLE III: Purpose

Section 1. PURPOSE. The purpose of the LHNA is to educate our members on and promote safety, livability, and other topics of help or interest to the property owners, and residents of LHNA, includes the following:

- A. To bring together persons who share a common concern for the community's interest and environment;

- B. To provide an open process by which all Members of the LHNA may involve themselves in the affairs of the neighborhood;
- C. To involve area residents in the land use and community planning processes as well as safety and other community issues;
- D. To provide the community with a vehicle for establishing an organized two-way communications channel with public agencies and governmental organizations;
- E. To advise the counties, local cities, and State or Federal agencies on land use, traffic, road conditions, safety, law enforcement, and other concerns, and to suggest solutions;
- F. To assist counties with fulfilling the citizen involvement goals;
- G. To promote emergency preparedness and respond to emergency situations;
- H. To protect the character and livability of the area by maintaining a vigilant posture to sustain a safe, healthful, and pleasant quality of life;
- I. To take such action as necessary by speaking out as a non-partisan group in support of the LHNA purposes;
- J. To be fully responsive to the needs of residents within LHNA's boundaries, and to take action as may be necessary in support of its objectives including, but not limited to, filing comments, appeals, and legal action consistent with the forgoing purposes set forth above.

ARTICLE IV: Membership and Voting

Section 1. MEMBERSHIP QUALIFICATIONS. Membership shall not be limited by race, creed, color, sex, sexual orientation, age, heritage, national origin, or income. Membership in the LHNA shall be open to anyone 18 years of age or older within the recognized area described in Article II, Location.

- A. **Who is a resident of the recognized area; or,**
- B. **A property owner within the recognized area; or,**
- C. **A designated representative of a business, corporation or trust within the recognized CPO area as expanded to include part of Yamhill County.**

Section 2. VOTING. To vote in any election or on any item, a member must meet A and B below to be a qualified voter:

- A. Satisfy the membership qualifications in Article IV, Section 1 above;
- B. Have been recorded as attending one previous General or Special meeting during the past 12 months;
- C. For motions brought to the membership for a vote pertaining to only one county, two votes will be taken, one from Clackamas County Members and one from the Yamhill County Members, and the votes will be reported to the county separately;
- D. For county-specific Board of Directors positions, two votes will be taken: one from Clackamas County Members, for Clackamas Board members, and one from the Yamhill County Members, for Yamhill Board members;
- E. Voting for Board of Directors shall be done as follows:
 - 1) In person at the General Meeting by email or through online remote meeting, with the email received no later than 11:00 p.m. two nights before the election (see also Article V, Section 6, A through D);
 - 2) Voting for the Board of Directors shall be done by ballot. All ballots shall include the voters name and street address and meet other requirements of ORS 65.222.
- F. **Action by the LHNA shall be by a majority vote of the qualified membership, in accordance with A and B above, present at any General or Special Meeting for which proper public notice is given and at which a quorum is present. The vote shall be verified by a Co-President. 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 Members exceeds 25 then the vote of the Members shall be reported numerically;**
 - 2) **If the number of Members is 25 or less then the vote of each Member shall be reported by name;**
 - 3) **Proxy votes shall not be allowed;**
 - 4) **In cases where response deadlines preclude action at a General or Special Meeting, the CPO (the LHNA, Article 1) may delegate responsibility for taking action to the Board (see Article V, Section 7A). Action shall be taken at a public meeting with proper notice (see Article VI, Section 1F);**
 - 5) Any action of the Board may be overturned by two thirds of qualified voters present at a General or Special Meeting, where at least 25 members are in attendance.

- G. If the Board consists of only three Members, any Board action must have a unanimous vote. For a Board of four or more Members action by the Board must be a majority of the entire Board.

Section 3. BOARD OF DIRECTORS BALLOT PROCESSING. The processing of ballots for the Board of Directors shall be as follows:

- A. Ballots cast by email shall be forwarded by the Secretary to the Nominating Committee;
- B. The Nominating Committee shall verify that all ballots received from an email or in person are from qualified Members (Article IV, Section 1 and Section 2A, B, D);
- C. The Nominating Committee shall check to verify that there is not more than one ballot from an individual Member;
- D. In the event that two votes have been cast, only the last ballot received shall be counted. If one of the votes is cast in person only that ballot shall be counted;
- E. The Nominating Committee shall count the votes and notify a Co-President of the results for their verification (Article IV, Section 2G).

ARTICLE V: Board of Directors

Section 1. NUMBER OF BOARD OF DIRECTORS: The Board shall consist of at least three (3) and no more than eleven (11) Directors. Positions on the Board include:

- A. Up to four Officers: Co-President representing Clackamas County, Co-President representing Yamhill County, Secretary, and Treasurer;
- B. Immediate past Co-President, Clackamas County (see Section 4);
- C. Immediate past Co-President, Yamhill County (see Section 4);
- D. Two Directors at Large from Clackamas County;
- E. Two Directors at Large from Yamhill County;
- F. One additional Director at Large from either county.

Section 2. ELIGIBILITY and RESTRICTIONS FOR BOARD SERVICE. Persons eligible to hold elected or appointed positions shall meet the following:

- A. Shall be qualified to be a member of LHNA, in accordance with Article IV Section 1;

- B. Shall be recorded as attending a minimum of one previous General or Special meeting during the past twelve (12) months;
- C. Only one member of a relationship (spouse, partner, significant other, or person(s) living in the same household, etc.) shall serve on the Board of Directors in the same term;
- D. Only one person from a business, corporation, or trust shall serve during the same term;
- E. If a Board member cannot attend a meeting an alternate is not allowed to represent the elected Board member.

Section 3. SELECTION OF THE BOARD OF DIRECTORS. The election of Officers and other members of the Board of Directors of the LHNA shall be held in an October meeting of even-numbered years.

- A. The election may be conducted in person, by email, or through online remote meetings;
- B. Directors shall assume their duties in January following the October election. All Directors are eligible for election to the Board of Directors.

Section 4. TERM OF OFFICE. The term of office for the Board of Directors shall be two years, beginning January 1 and ending December 31 of the second year. The change from a one-year term to a two-year term commences on January 1, 2023. Co-Presidents from the immediate prior term, not re-elected as a Board member, shall automatically be nominated to the Board of Directors for election to serve as Past Co-President for one additional term. There shall be no term limits.

Section 5. VACANCIES. A vacancy occurs when a member of the Board of Director dies, resigns, is removed for cause by a majority vote of the LHNA members, is no longer eligible to serve, or has more than two unexcused absences from meetings. A vacancy shall be filled by appointment by a Co-President. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office. Unfilled Board positions are not considered vacancies.

Section 6. NOMINATING COMMITTEE. A Nominating Committee shall be appointed by either Co-President. If possible, there shall be at least two people nominated for each office. No person may be confirmed as a nominee without the permission of said person. Nominations, interest, and announcements may be made in person, telephone, at a remote meeting, and/ or by email. Timing for actions as follows:

- A. The Nominating Committee shall be appointed at least 30 days prior to the October meeting of even numbered years (the Election Meeting);

- B. The Nominating Committee shall call for nominations no later than 21 days prior to the election;
- C. Persons wanting to be nominated shall notify the Nominating Committee no later than 14 days prior to the Election Meeting;
- D. The Nominating Committee shall verify that all nominees meet the membership qualifications of Article IV, Section 1, and Section 2A, B, and D.
For County-specific positions, the Nominating Committee shall verify that all nominees meet the membership qualifications in that county as given in Article IV, Section 1, and Section 2A, B, and D;
- E. The Committee shall prepare a ballot and shall provide it to the members no later than 10 days prior to the Election Meeting and at the meeting.

Section 7. DUTIES OF BOARD OF DIRECTORS. In addition to the duties set forth in ORS Ch. 65, the Board shall have the following responsibilities and powers:

- A. Make decisions and represent the interests of the LHNA on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next General Meeting;
- B. Discuss topics possibly suitable for consideration by the LHNA membership;
- C. Research information needed to proceed with, or resolve issues;
- D. Determine need for specific committees to handle specific topics in order to perform necessary functions and represent the LHNA on these topics;
- E. Has fiduciary responsibilities for all funds;
- F. Authorize or ratify all agreements, contracts, and purchases equal to or greater than \$1,000 (see Table V-9C1). These decisions shall be recorded in the minutes;
- G. For all invoices and requests for reimbursement greater than \$75.00, two Board Members, other than the Treasurer, shall verify in writing, or initial on the invoice, that the product is as ordered and not greater than 10% of the cost authorized by a Co-President (Article V, Section 9, A3 and 9, A4) or the Board (Article V, Section 7F). See Table V-9C-2;
- H. For all invoices greater than \$1000.00 that exceed the authorized amount (Article V, Section 7F), by greater than 10%, Board approval is necessary to make payment. See Table V-9C-2;

- I. Shall authorize and approve all fund raising efforts (see Article VIII, Section 1).

Section 8. OFFICERS. At a minimum the LHNA shall have one Co-President and one Secretary/Treasurer. The Officers of the LHNA shall include the following:

- A. Co-President: The Co- President shall be a qualified Member from Clackamas County;
- B. Co-President: The Co-President shall be a qualified Member from Yamhill County;
- C. Secretary;
- D. Treasurer.

Section 9. DUTIES OF THE OFFICERS. The duties of each Officer are as follows:

- A. Co-Presidents: The Co-Presidents equally and cooperatively share the following duties. Such duties may be performed by one Co-President with the agreement of the other:
 - 1) Prepare the agenda for, and preside at all meetings;
 - 2) Represent the community with public agencies and governmental organizations in their respective county, and represent the community at all conferences or activities involving organizational planning and coordinating. The Co-President may act in this capacity for the other county when the Co-President for the other county is unavailable;
 - 3) One of whom shall authorize, in writing, all expenditures between \$75.01 and \$999.99 prior to obligating the LHNA (see Table V-9C-1);
 - 4) One of whom shall co-sign for all expenditures greater than \$250 (see Table V-9C-1);
 - 5) Appoint and dismiss committee chairpersons (see Article V, Section 7D);
 - 6) Act as an ex-officio Member of all committees;
 - 7) Oversee activities of all committees and see to it that the organizational actions are carried out;
 - 8) Verifies votes of the Membership (Article IV, Section 2F).
- B. Secretary: The Secretary is responsible for the following:
 - 1) Take and maintain minutes and attendance records of all Board and General Meetings and Special meetings;

- 2) Maintain copies of all minutes, correspondence, and any other records;
- 3) Assure that all persons voting for all items, with the exception of the Board of Directors election (see Article IV, Section 3B), meet membership qualifications in Article IV, Section 1, and Section 2A through 2C;
- 4) All decisions and authorizations for expenditures of LHNA funds done in the meetings shall be recorded in meeting minutes;
- 5) Forward ballots for Board of Directors elections cast by email to Chairperson of the Nominating Committee in a timely manner (See Article IV, Section 3A);
- 6) Where motions pertain to only one county, the minutes shall record all votes by county per Article IV, Section 2C and D;
- 7) **All minutes, correspondence, and other records shall be made available upon request for public inspection and review in compliance with state statutes regarding Oregon Public Records Law (ORS 192.410-192.505);**
- 8) Handle all correspondence of the LHNA;
- 9) Publicize meeting announcements, minutes, election results, and other information requested by the Board;
- 10) **Provide minutes**, current list of officers, and changes to the Bylaws to the Clackamas County Public and Government Affairs officer.

C. Treasurer: The Treasurer shall:

- 1) Have charge of all funds belonging to the Neighborhood Association;
- 2) Receive, record, and deposit, funds for the Neighborhood Association in a bank(s) or financial institution(s) in such manner as designated by the Board;
- 3) After verifying that the purchase is in the interest of LHNA, make payment for all invoices and requests for reimbursements submitted by the Secretary, Treasurer, or Chairpersons, for cumulative amounts less than or equal to \$75.00 per month, per person (see Table V-9C-1 and 2);
- 4) Disburse funds that meet the requirements of Article V, Section 7F, G, H, Sections 9, A3, 9, A4 and 9, C3 (see Table V-9C-2);

Table V-9C – 1 Purchase Authorization		
Reference	Authorized By	Amount
Art. V, Sec 9C3. Art. VII Sec 3	Treasurer	Up to \$75.00 cumulative/person
Art. V, Sec 9A3	Co-President pre-authorizes in writing	\$75.01 to \$999.99
Art. V, Sec 9A4	Co-President co-signs checks	\$250.00 and over
Art. V, Sec 7F	Board	\$1000.00 and over

Table V – 9C -2 Payment Authorization		
Reference	Verification Preceding Payment By	Amount
Art. V Sec 9C3	Treasurer	Up to \$75.00 cumulative/person
Art. V Sec 7G	2 Board members verify in writing that the product is as ordered and does not exceed cost by more than 10%	Over \$75.01 plus 10%
Art. V, Sec 7H	Board approves amount exceeding authorization greater than 10%	Greater than 10%

- 5) Retain all receipts and authorization records for seven years;
- 6) Make financial reports as directed by the Board;
- 7) Prepare and file all tax and other government forms as needed;
- 8) Make available all financial records to any Member of the public as required by the Oregon Public Records Law;**
- 9) After election of officers, communicate with the bank and the State of Oregon Corporation Division to assure that only the current Treasurer and Co-Presidents' signatures are on file.

Section 10. COMPENSATION. Officers, Board of Directors, Committee Chairpersons and Members shall not be compensated other than to be reimbursed for expenses authorized by the Board.

ARTICLE VI: Meetings

Section 1. PROCEDURES. All meetings shall be in accordance with the following:

- A. To the extent applicable, meetings of the LHNA shall be held in accordance with the Oregon Public Meetings Law (ORS 192.610-192.690);**

- B. General Meetings shall be held no less than twice per year, with an October meeting on even years, being held for the purpose of electing Board of Directors and such other business as deemed necessary. For example, the election in the October 2022 meeting is for a two-year term that starts on January 1, 2023;
- C. Either Co-President may call Special Meetings at any time upon the request of two (2) of the Board of Directors or any five (5) Members of the LHNA;
- D. The time and location of any official General, Special, and Board Meeting shall be determined by the Board;
- E. Any meeting may be conducted in person or by an online remote meeting (ORS 65.205);
- F. **Any official General, Special, Board, or Committee Meeting, is open to any person.** In General, and Special Meetings all Members in attendance, who meet requirements of Article IV, Sections 1, and 2, A and B, are eligible to vote. In Board Meetings, only Board of Directors in attendance are eligible to vote. In Committee Meetings, only Committee Members in attendance are eligible to vote. All actions or recommendations of General or Special Meetings shall be communicated to all Members;
- G. The Board of Directors may use email to conduct business providing an announcement stating any action for vote be sent to all Board members no less than 48 hours before the deadline for a vote. The announcement and votes shall be recorded as for an in-person meeting (ORS 65.212);
- H. Minutes shall be taken at all official meetings and provided to the LHNA Secretary in a timely manner. The minutes shall be approved at the next meeting by the participants eligible to vote (see Article VI, Section 1F);
- I. **Proper notice of all meetings shall be given in a manner reasonably calculated to give actual notice to interested persons as required by the Oregon Public Meetings Law. Notice shall be provided by mail, newsletter, posted notices, telephone calls, electronic mail lists or any other appropriate means of communication;**
- J. **The LHNA may not hold executive sessions.** “Executive sessions (where the public is excluded) are never permitted with a CPO. Under law, executive sessions are allowed only when discussing labor negotiations, confidential medical records, property transactions or public investments. None of these issues fall within expected topics for CPO meeting” (Clackamas County Community Involvement Handbook).

Section 2. QUORUM. A quorum for meetings shall be as follows:

- A. A quorum for a General or Special Meetings shall consists of seven (7) voting Members of the LHNA, of which at least two are Officers. A quorum shall be present at a meeting in order for the LHNA to transact business and voting;

- B. A quorum for a Board of Directors meeting shall consist of the majority of the number of members of the Board of Directors.

Section 3. RECORDS. All records of the LHNA shall be subject to disclosure unless otherwise exempted from disclosure under the Oregon Public Records Law or any other applicable privilege or protection from disclosure.

Section 4. MEETINGS AND PROCEDURES. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the LHNA. The Co-Presidents shall be guided by these principles in deciding any procedural questions. The presiding Co-President's decision on procedural matters may be overruled by a majority of the Members voting on the question. The LHNA may establish a more detailed meeting procedure to provide for an orderly process for holding a public meeting. **Meetings of the LHNA shall comply with the Oregon Public Meetings Law (ORS 192.610-192.690).**

ARTICLE VII: Committees

Section 1. CREATING COMMITTEES. The LHNA Board of Directors may create committees as required to promote the purposes of the LHNA. A chairperson for each committee shall be selected by either Co-President.

Section 2. COMMITTEE MEMBERS. The committee chair shall select committee members. Each committee shall have a Member who **takes minutes of all official Committee Meetings** and provides them and supporting documentation to the LHNA Secretary in a timely manner.

Section 3. COMMITTEE EXPENSES. The chairperson has authority to expend funds in coordination with the Treasurer and following the limitations in Article V, Section 7F, Sections 9, A3, and 9, A4. These decisions shall be recorded by the Secretary of the committee.

- A. Only chairpersons of committees associated with dedicated funds are authorized to use those funds;
- B. Committee chairperson may authorize, in writing, purchases to be made by committee members.

ARTICLE VIII: Financial

Section 1. FINANCIAL SUPPORT. The LHNA shall not charge dues or membership fees; however, the LHNA may solicit and accept contributions, grants, or other forms of donations as part of a regular and ongoing fundraising efforts by the LHNA, and approved by the Board.

Section 2. REALLOCATION OF DONATIONS. At the conclusion of specific activities for which funds have been specifically raised, the remaining funds may be applied for use for the purposes of the LHNA as recommended by the Board and voted on by the membership.

ARTICLE IX: Conflict of Interest

Section 1. POLICY. The LHNA has a Conflict of Interest Policy. This policy shall be followed by all Board Directors and Committee Chairpersons.

ARTICLE X: Termination

Section 1. DISSOLUTION. The LHNA may be dissolved according to state and federal law. If dissolved, the LHNA will no longer be recognized by the Clackamas County Board of Commissioners.

Section 2. DISBURSEMENT OF FUNDS. Should the LHNA be dissolved, disbursement of the LHNA's funds, if any, shall be to one or more non-profit organization(s), preferably within or nearby the LHNA area. The organization(s) shall be selected by the LHNA membership in attendance at the final meeting. Any unexpended funds provided to the LHNA by Clackamas County, within twelve months of dissolution, shall be returned to the county upon dissolution of the LHNA.

ARTICLE XI: Bylaw Amendments & Approval

Section 1. AMENDMENTS. These bylaws may be amended. The process of approval of amended Bylaws is as follows:

- A. Amendments to the Bylaws can be proposed by any qualified LHNA Member at a General or Special Meeting. Any proposed amendments shall be written in the minutes, communicated to the LHNA community, and discussed and voted on at a subsequent meeting;
- B. Proposed amendments shall also be submitted to the Clackamas County Counsel for approval as to form;
- C. Upon approval of the Clackamas County Counsel, the proposed amendments shall be approved by the Members of the LHNA and then by the Board of County Commissioners. To be eligible to vote for any amendment, a Member must meet the voting requirements in Article IV, Section 2A and B;
- D. Approval must pass by two thirds of qualified voters present, that meet requirements of Article IV, Sections 1, and 2 A and B, where at least 25 Members are in attendance;
- E. The amended bylaws shall supersede all previous bylaws and become the governing rules for the LHNA.

Section 2. SIGNATURE REQUIREMENTS. The Bylaws shall be signed by a Co-President, and one other Officer currently serving at the time the Bylaws are amended.

It is hereby certified that the above and foregoing Amendments to the Bylaws of the Ladd Hill Neighborhood Association were duly adopted by Membership at the meeting held on the 16th day of August, 2022.

Signatures of the Ladd Hill Neighborhood Association Officers:

Co-President of Clackamas County


Signature

EVE STEVENSON 8/17/2022
Printed Name Date

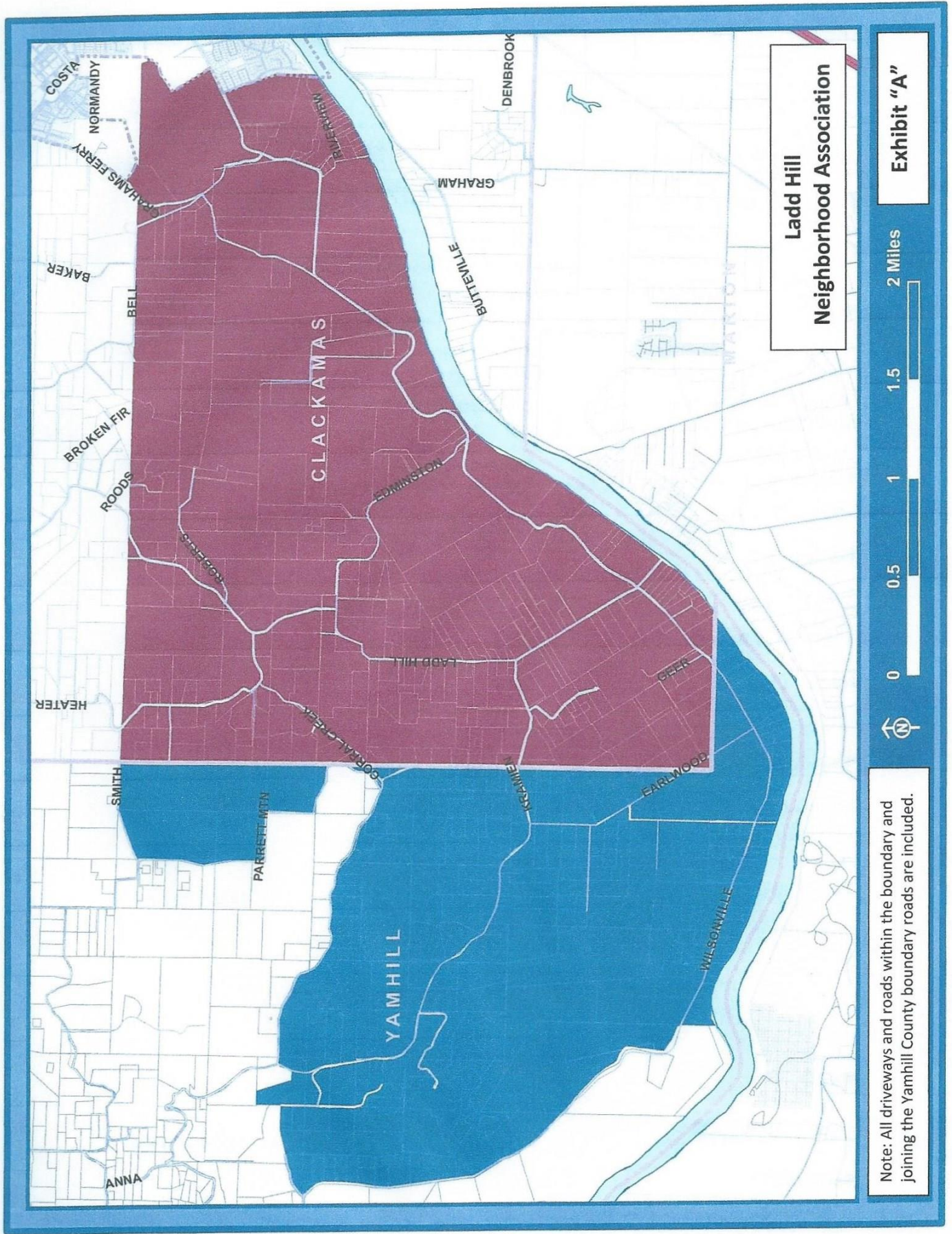
Officer, Title Secretary


Signature

Rose Marshall 8/22/2022
Printed Name Date ^{18 PM}

Adopted December 17, 2014

Amended August 16, 2022



**Ladd Hill
Neighborhood Association**

Note: All driveways and roads within the boundary and joining the Yamhill County boundary roads are included.

Exhibit "A"