

**PALISADES NEIGHBORHOOD ASSOCIATION  
BY-LAWS**

(Adopted 4/21/2022)

**ARTICLE I. NAMES**

The name of this association is Palisades Neighborhood Association, hereinafter called the PNA, one of several neighborhood associations recognized by the City of Lake Oswego.

In this document, the term General meeting refers to meeting(s) where all present PNA members can fully participate in discussions and voting.

**ARTICLE II. MISSION**

The PNA provides a forum for the membership to work together for the improvement of neighborhood livability.

**ARTICLE III. MEMBERSHIP AND BOUNDARIES**

Section 1. Voting membership will be open to all persons who are eighteen (18) years of age or older and who reside, own property or own fifty percent or more of a business/organization located within the boundaries of the PNA.

Section 2. The boundaries of the PNA are determined by the City Council for the City of Lake Oswego and shown on the map(s) on the PNA web site: <http://www.palisadesneighborhood.org>

Section 3. The PNA is divided into 13 areas, each with one representative on the Board.

**ARTICLE IV. OFFICERS**

Section 1. The officers of the PNA are: Chair, Vice Chair, Treasurer, and Secretary; and are voting members.

Section 2. The duties of the officers are as follows:

a. The Chair will preside at all meetings of the PNA and of the Board; will be a member ex officio of all committees; and will perform such other duties as may be prescribed in these By-Laws, or assigned to the Chair by the Board of the PNA.

b. The Vice Chair is an aide to the Chair, serves as Chair in their absence, and performs other duties as may be assigned by the Chair or the Board. The Vice Chair has backup responsibility for meeting notifications, whenever the Secretary is unable to fulfill those obligations.

c. The Treasurer keeps financial records in accordance with accepted accounting practices; ascertains that all transactions are in the approved format; sees that all drafts are appropriately countersigned; and performs other duties as may be assigned by the Chair or the Board.

d. The Secretary is responsible for all correspondence and is responsible for meeting notifications. The Secretary prepares and maintains complete records of all meetings of the PNA and of the Board, which records will be prepared within twenty-one (21) days after the respective meetings, and will perform such other duties as may be assigned by the Chair or the Board. General and Board meetings records will be provided to the City of Lake Oswego, as requested. The Secretary is also responsible for annually required contact information for officers with the city and staff.

## ARTICLE V. BOARD

Section 1. The PNA Board consists of the chair, the 13 Area Representatives and the immediate past Chair. After the Chair and the 13 Area Representatives have been elected at the General meeting, they will meet within two weeks and vote amongst themselves to elect the Vice Chair, Treasurer, and Secretary.

Section 2. Board vacancies can be filled by a majority vote of the members of the Board, providing that a PNA member from the applicable PNA area has agreed to serve. The member so appointed fills the office for the balance of the unexpired term.

Section 3. Meetings of the Board may be convened at the request of the chair, any two (2) other officers, or any three (3) members of the Board. There will be a minimum of two semi-annual meetings.

Section 5. Duties of the Board are:

- a. Transact PNA business between General meetings.
- b. Present a report of its activities at General meetings.
- c. Suggest agenda items and priorities for all meetings.
- d. Establish and maintain a liaison between the PNA and appropriate representatives of the City of Lake Oswego, Oregon and of other appropriate government bodies.
- e. Inform the membership and solicit their opinions on any issue, which (in the opinion of a majority of the Board) is material or significantly affects the neighborhood before adopting any policy, recommendation, or more formal "PNA Statement." If the Board decides to submit a "PNA Statement" to a public or governmental body, a minority opinion written by the minority members will be included, if requested by at least 25% of the voting members in attendance, or 50 PNA members.
- f. Review government policies or comprehensive plan amendments on any matter affecting the livability of the neighborhood, with particular focus on local Neighborhood Enhancement Programs.

- g. Perform outreach to the PNA membership to foster neighborhood communications.
- h. Communicate with other neighborhood associations regarding mutual concerns, and help other new neighborhood associations trying to develop or be recognized.

## ARTICLE VI. ELECTIONS AND VOTING

Section 1. The Chair and Board members will be elected by a simple majority of PNA members voting by the set time on the day of the annual General meeting, will assume office the next day, and will serve for one year or until their successors are duly elected.

Section 2. The Chair is to be elected by the general membership.

Section 3. Area Representatives will be selected by resident votes from their own areas.

Section 4. A proxy vote must specify the issue and the vote (yes or no). To be valid, a proxy must be signed and delivered in writing or electronically to the Secretary prior to the beginning of the meeting at which the vote is to be cast.

## ARTICLE VII. GENERAL MEETING/BOARD MEETINGS

Section 1. Board and General Meetings are open to the public.

Section 2. Regular Board meetings will be held at a time and place fixed by the Board, or the Chair. General membership meetings will be held at a time and place fixed by the Board and will be held at least annually. The Board will call a General meeting within fifteen (15) days if such a meeting is requested in writing by at least fifty (50) members.

Section 3. A quorum for a General meeting will be the voting members in attendance in person or by proxy. A quorum at a meeting of the Board will be fifty percent (50%) of the members of the Board (not counting open positions). A proxy must specify the issue and the vote (yes or no). To be valid, a proxy must be signed and delivered in writing to the Secretary prior to the beginning of the meeting at which the vote is to be cast.

Section 4. Except as provided in ARTICLE X, a determination of any question or issue at a general membership meeting will be a majority of those voting on the question or issue.

Section 5. Notice of General meetings will be provided not less than seven (7) days prior to the meeting, in accordance with the notification procedure in Section 6 of this article.

Section 6. Notice of Board meetings will be provided not less than 72 hours in advance by two publicly posted meeting notices, such as email, social media, PNA website, direct mailers, local news media. If circumstances force a meeting with a notice of less than 72 hours, the reason for the emergency will be stated in the minutes of the meeting.

Section 7. Voting members are entitled to vote at general membership meetings either in person or by proxy.

Section 8. Any member may present proposals for action or grievances at any general membership meeting or Board meeting, or to any member of the Board. The member submitting the proposal or grievance will be notified at least seven (7) days in advance of the date, time, and place that the proposal or grievance will be reviewed.

#### ARTICLE VIII. STANDING COMMITTEES

Section 1. Standing Committees will be appointed by the Board.

#### ARTICLE IX. PARLIAMENTARY GOVERNMENT

Section 1. A mix of Robert's Rules of Order with fairness and common courtesy will govern the procedure of the PNA and the Board in any circumstance not covered by these By-Laws.

#### ARTICLE X. AMENDMENTS

Section 1. These By-Laws may be amended at any general membership meeting of the PNA by a two-thirds (2/3) favorable vote of those voting on the proposed amendment. Any proposed amendment should be provided to the city planning staff for review and comment, prior to the General meeting.

#### ARTICLE XI DUES AND COMPENSATION

Section 1. There are no dues or fees for membership. The PNA can accept voluntary contributions from members and may conduct fund-raising functions when the Board directs, and which comply with IRS guidelines.

Section 2. The Board members are not entitled to receive any compensation.

Section 3. Expenses can be reimbursed.

These bylaws replace all previous PNA bylaws in their entirety.