

Southgate Planning Association Bylaws

ARTICLE I

Section 1. NAME. The name of the organization shall be the Southgate Planning Association (hereafter referred to as "CPO").

ARTICLE II

Section 1. BOUNDARIES. The boundaries of the CPO (hereafter referred to as "Recognized Area") shall be the same as those established by Clackamas County (hereafter referred to as "County"). A map defining the Recognized Area is attached hereto as Exhibit "A" and incorporated into these bylaws by this reference. These boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors.

ARTICLE III

Section 1. PURPOSE. The purpose of the CPO is to serve the residents within the Recognized Area of the CPO in matters concerning community development, land use and community issues in general.

Section 2. GOALS. The goals of the CPO are as follows:

- a. Involve area residents in the land use and community planning processes, as required by Oregon's Statewide Planning Goal 1: Citizen Involvement.
- b. Provide a line of communication between area residents and the Board of County Commissioners, the Planning Commission and other public bodies.
- c. Act as an advisory body to the Board of County Commissioners, the Planning Commission and the Planning Division on matters affecting areas within the boundaries of the CPO.
- d. Assist County with fulfilling the citizen involvement goals provided for in the Clackamas County Comprehensive Plan.
- e. 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 CPO.
- f. Protect the character of the area by maintaining a vigilant posture to sustain a safe, healthful and pleasant quality of life.
- g. Take such action as necessary by speaking out as a non-partisan group in support of the CPO's objectives.
- h. Be fully responsive to the comprehensive needs of the area and to take action as may be necessary in support of its objectives.

ARTICLE IV

Section 1. MEMBERSHIP. Membership in the CPO shall be open to anyone **who is a resident within the Recognized Area, a non-resident property owner of property located within the Recognized Area or a designated representative of a business, corporation, or trust located within the Recognized Area.** Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. Membership shall be granted upon the member's first signing of the official membership/attendance register.

Section 2. MEMBER CATEGORY.

Membership shall be granted in only one category at a time, and the official membership/attendance register shall record each member's category. The Member Categories are:

- a. Resident: A Resident is an individual residing within the Recognized Area. Each resident shall be recorded in the official membership/attendance register under Member Category as "Resident."
- b. Non-resident Property Owner: A Non-Resident Property Owner is one or more individuals and/or organizations owning one or more property(ies) located within the Recognized Area. Each Non-resident Property Owner shall be recorded in the official membership/attendance register under Member Category as "Non-Resident Property Owner."
- c. Representative(s) of a Business, Corporation or Trust: A Representative of a Business, Corporation or Trust is an individual representing the legal owner of a business, corporation or trust located within the Recognized Area. Each Representative of a Business, Corporation or Trust shall be recorded in the official membership/attendance register under Member Category as "Representative of a Business, Corporation or Trust."

Section 3. VERIFICATION OF MEMBER ELIGIBILITY. At first signing of the official membership/attendance register, each member shall provide verification of member eligibility as follows:

- a. Resident: Resident status shall be established by a current Oregon Driver's License, Oregon State Department of Motor Vehicles Identification Card, Voter Registration Card, utility bill, or mail delivered by the U. S. Postal Service showing a residence address in the Recognized Area.
- b. Non-resident Property Owner: Non-resident Property Owner status shall be established by a Deed of Trust or other proof of legal ownership of property located in the Recognized Area.
- c. Representative of a Business, Corporation or Trust: Representative of a Business, Corporation or Trust status shall be established by a business license, articles of

incorporation or trust agreement showing a location address in the Recognized Area.

Section 4. MEMBER VOTER STATUS.

Members shall hold only one Voter Status at a time and the official membership/attendance record shall state each member's voter status as "Voter" or "Non-Voter" as applicable.

1. The following members are eligible to vote:
 - 1) Resident: Each resident who is eighteen (18) years of age or older may cast one vote.
 - 2) Non-resident Property Owner: In the event of ownership of one or more property(ies) by more than one person or entity, the Non-Resident Property Owners shall designate in writing a single Voting Representative who is eighteen (18) years of age or older to represent the interests of all owners. Each Voting Non-resident Property Owner Representative may cast one vote.
 - 3) Representative of a Business, Corporation or Trust: Each Business, Corporation or Trust shall designate in writing a single Voting Representative who is eighteen (18) years of age or older to represent the interests of the Business, Corporation or Trust. Each Voting Representative of a Business, Corporation or Trust may cast one vote.

Section 5. VOTING. To vote on any action, including an election, a member must comply with the membership qualifications as defined under Section 1. MEMBERSHIP and be recorded as a voter as defined under Section 4. MEMBER VOTER STATUS.

Each resident may cast one vote; each Non-Resident Property Owner Voting Representative may cast one vote; and each Business, Corporation or Trust Voting Representative may cast one vote.

Unless otherwise specified, **action of the CPO, including elections, shall be by a majority 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 vote of each member shall be recorded by name unless more than 25 members vote. 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 with proper notice.

ARTICLE V

Section 1. BOARD OF DIRECTORS. The Board of Directors (hereafter referred to as "Board") shall consist of seven (7) members; four (4) elected officers and three elected directors as follows:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer
- e. Three (3) Directors

All Board members shall be members of the CPO. The President and Vice-President shall Resident property owners within the Recognized Area.

The CPO shall provide the County Public and Governmental Relations Office with a current list of officers and directors.

Section 2. SELECTION OF OFFICERS AND BOARD MEMBERS. The first election shall be held at an organizational meeting of the CPO. After the first election, the election of Officers and Board members of the CPO shall be held in conjunction with the annual meeting. Members shall assume their duties immediately upon election to office.

Section 3. CONFLICT OF INTEREST. Any voting officer or director must declare a conflict of interest prior to discussion of any issue in which the officer or director has technical, legal or financial interest.

Section 4. RESIGNATION AND REMOVAL OF OFFICERS AND BOARD MEMBERS.

- a. Any officer or Board member may resign from the CPO by submitting in writing the effective date of termination.
- b. Any officer or Board member may be removed by a two-thirds (2/3) majority of voting members present at any regular or special meeting.

Section 5. TERM OF OFFICE. The term of office for all Officers and Board members shall be one (1) year or until a successor is elected or appointed to that office.

Section 6. VACANCIES. A vacancy occurs when an Officer or Director dies, resigns or is removed. The Board will appoint an eligible member to fill the vacancy. No person may be appointed without the permission of the appointed person.

Section 7. NOMINATING COMMITTEE. A Nominating Committee shall be appointed by the Board at least sixty (60) days prior to the annual meeting. The Nominating Committee shall present its recommended list of candidates at the January regular meeting. If possible there shall be at least two (2) people nominated for each office. No person may be confirmed as a nominee without the permission of the nominated person.

Section 8. DUTIES OF THE OFFICERS.

The duties of each Officer is as follows:

- a. President: The President;
 - 1) Shall have the responsibility of the performance of such duties as prescribed in these bylaws,
 - 2) Shall preside over meetings of the CPO,
 - 3) May co-sign for authorized expenditures, and
 - 4) May represent the community in all conferences or activities involving inter-organizational planning and coordinating.
- b. Vice President: The Vice President;
 - 1) Shall work with the President and other members of the organization on inter-organizational planning and coordinating,
 - 2) Shall perform the duties of the President in his/her absence or disability,
 - 3) Shall act as an ex-officio member of all committees, and
 - 4) May co-sign for authorized expenditures.
- c. Secretary: The Secretary;
 - 1) Shall keep accurate records of all meetings of the CPO including roll call votes; the minutes shall be made available to any member of the public as required by the Oregon Public Records and Meetings Law,
 - 2) Shall handle all correspondence of the CPO,
 - 3) Shall maintain the membership/attendance registry required by these bylaws, and
 - 4) Shall maintain the voting records of the CPO.
- d. Treasurer: The Treasurer:
 - 1) Shall maintain an accurate record of all income and expenses of the CPO,
 - 2) May co-sign for authorized expenditures,
 - 3) Shall maintain a bank account, if applicable,
 - 4) Shall present a statement of account at every meeting; the Treasurer's reports shall be made available to any member or the public as required by the Oregon Public Records Law.

At least two authorized Officers shall sign for each authorized expenditure and co-sign each check. No two co-signing officers may be related by blood or marriage or reside in the same household.

Section 9. DUTIES OF THE BOARD.

The duties the Board are as follows: The Board shall:

- a. Have the responsibility of the performance of such duties as prescribed in these bylaws,
- b. Appoint committee heads,
- c. Appoint the Nominating Committee,
- d. Appoint an eligible member to fill a Board vacancy.

ARTICLE VI

Section 1. MEETINGS. Meetings of the CPO shall be held in accordance with the Oregon Public Meetings Laws.

- a. Regular meetings shall be held no less than twice per year, with the annual meeting being held once per year for the purpose of electing Officers and Board members and such other business as deemed necessary. The time for regular meetings shall be the second Tuesday of the month. Regular meeting time may be changed by a two-thirds (2/3) majority of voting members present at any regular meeting.
- b. The annual meeting shall be the regular meeting in the month of February each year.
- c. **The Chairperson may call special meetings at any time with proper notice, upon the request of two (2) of the officers or any five (5) members of the CPO;** and, the Chairperson may call special meetings at any time with proper notice if the CPO has delegated responsibility to the Board to respond in cases where response deadlines preclude action at a regular meeting.
- d. The Board may schedule Board administrative meetings at any time.
- e. **Notice of all meetings shall be provided as required by ORS 192.640 of the Oregon Public Meetings Law** or successor ordinances of ORS 192.640.

A copy of all meeting minutes shall be provided to the County Public and Government Relations Office.

Section 2. QUORUM. A quorum shall be present at a meeting in order for the CPO to transact business.

- a. A quorum at a regular meeting consists of five (5) voting members of the CPO, of which at least two (2) are officers.
- b. A quorum at a special meeting consists of five (5) voting members of the CPO, of which at least two (2) are officers; or, if the Chairperson has called a special meeting in response to cases where response deadlines preclude action at a regular meeting, a quorum consists of four (4) Board members, of which at least two (2) are officers.
- c. A quorum at a Board meeting consists of four (4) Board members.

Section 3. RECORDS. All records of the CPO shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VII

Section 1. HEARINGS AND PROCEDURE. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the CPO. The Chairperson shall be guided by these principles in deciding any procedural questions. The Chairperson's decision on procedural matters may be overruled by a majority of the members voting on the question. The CPO may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VIII

Section 1. COMMITTEES. The CPO may create committees as required to promote the purposes and objectives of the CPO. Committees may include persons who are not CPO members.

ARTICLE IX

Section 1 DISSOLUTION. The CPO shall be considered inactive if it fails to meet the requirements of these bylaws. An inactive CPO shall be dissolved and will no longer be recognized by the Board of County Commissioners. Should the CPO be dissolved, disbursement of the CPO's funds, if any, shall be to a non-profit organization, preferably within the CPO area. This organization shall be selected by the CPO membership in attendance at the final meeting. Funds provided to the CPO by the County shall be returned to the County upon dissolution of the CPO.

ARTICLE X

Section 1. AMENDMENTS. These bylaws may be amended. After approval of proposed amendments by a majority of voting membership present at a regular meeting, the proposed amendments to these bylaws shall be submitted to County Counsel for County Counsel for approval as to form. Following written approval of the proposed changes by County Counsel, the proposed amended bylaws shall be submitted for a vote to the CPO membership at the next regular meeting. Following approval by a majority of voting membership present at the regular meeting, the amended bylaws shall be submitted to the Clackamas County Public & Government Relations Department for submission to the County Board of Commissioners. **However, the amendments shall not be in effect until approved by the Board of County Commissioners and approved as to form by County Counsel** and that approval has been communicated back to the CPO.

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

Section 2. ROSTER OF ADOPTION AND AMENDMENT

Initial Adoption

Bylaws approved by Southgate Planning Association members on June 19, 2006 and confirmed by acceptance of the June 19, 2006 meeting minutes at the June 22, 2006 meeting.

First Revision

First reading of revised bylaws on June 28, 2007

Second reading of revised bylaws on July 26, 2007. Bylaws approved by Southgate Planning Association members on July 26, 2007.

Officers and Directors as of July 26, 2007:

President: Patricia Holloway

Vice-President: Brenda Williams

Secretary: Rachel Mitchell

Treasurer: Warren Mitchell

Directors: Leo Hopman, James Pettit and Elisa Pryor

Exhibit A

Map of Southgate Boundaries

