

VILLAGES AT MT HOOD BYLAWS

ARTICLE I: NAME

The name of this village shall be Villages at Mt Hood.

ARTICLE II: PURPOSE

The general purpose of the villages in Clackamas County is to give those individuals who live, own property or a business within the geographic boundaries of the Village a forum for considering a broad range of issues affecting the livability and quality of life in their area; and an organized way to express issues of concern and coordinate community-based activities. The specific purpose of Villages at Mt. Hood is to:

- A. Support select causes, projects, and activities –hereafter referred to as Activities.
- B. Provide an organized way for citizens to express positions on issues of concern.
- C. Provide a recognized organizational structure for providing and managing grants and donations for accomplishing activities.
- D. To promote community identity.

ARTICLE III: ACTIVITIES

The Village shall undertake the following:

- A. Public Transit as needed for village residents, business, and visitors.
- B. Work with other governmental agencies, boards, and committees in planning and developing the village park, trail, recreational and other community needs.
- C. Economic development including supporting other services of the village.
- D. Preservation of the “rural” mountain character, cultural and historical heritage.
- E. Support construction of new community buildings and infrastructure, preserving our historical and cultural heritage.
- F. Enhance communications with other jurisdictions on matters affecting the Villages at Mt. Hood.
- G. Support strategic plans.

ARTICLE IV: BOUNDARY

Section 1. Proposed. The boundary of the Village is congruent with those of the Mt. Hood Corridor CPO and the Rhododendron CPO as determined by Clackamas County.

Section 2. Changes. The boundary may be changed after discussion with neighboring organizations, jurisdictions, and service providers, a majority vote of the citizens at a town hall meeting, and review and approval by the Board of County Commissioners (BCC.)

ARTICLE V: VILLAGE CITIZENSHIP

A Village citizen is a person domiciled within the boundaries of the Village or a person who owns real property within the boundaries of the Village, but is domiciled outside those boundaries. A citizen may also be a business entity that is established under ORS Chapters 56-70, 554, 748, or that qualifies as a Business Trust under ORS Chapter 128 if the entity or trust owns real property or maintains a business located within the Villages.

Section 1. To participate in formation activities, sign petitions, vote, or serve on the board of directors of the Village, a citizen who is an individual must be at least 18 years of age.

Section 2. A business shall have only one vote. An individual shall have only one vote. No person shall have more than one vote.

ARTICLE VI: BOARD OF DIRECTORS AND OFFICERS

The Village board is the representative voice of its citizens and serves in an advisory capacity to the BCC on issues of concern. Any Village citizen, as defined in Article V, shall be eligible for the board. The names of all nominees shall be submitted to the county liaison at least thirty (30) days prior to election at a Village town hall meeting for review and approval by the BCC at a public work session before the election.

Section 1. Number. Following approval by the BCC, there shall be ~~nine (9)~~ seven (7) directors elected by a majority vote at an annual town hall meeting.

Section 2. Eligibility. Candidates for positions on the board of directors of the Village must be citizens of the village, and shall complete an application form indicating their eligibility.

Section 3. Duties.

The primary duties of the Board of Directors are:

- a. Work with citizens to carry out the Village's activities.
- b. Gather citizen input on all actions that may be voted on by the Board.
- c. Conduct all appropriate administrative functions of the Village, including yearly budget and record keeping.
- d. Conduct quarterly town hall meetings.
- e. Provide an annual report of activities to the citizens of the Villages' town hall meeting and the BCC.
- f. Represent the Village to other jurisdictions and the BCC.
- g. Undertake any other duties determined by the citizens.
- h. Respond to requests by the BCC and County Liaison.

Section 4. Term and Election. The term of office for Directors shall be three (3) years. Terms will be staggered so that ~~each year one third of the terms~~ terms do not all expire at once. Replacement cycle will be year 1 three terms expire, year 2 two terms expire and year three two terms expire. Board members shall be selected by a vote of eligible

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Village citizens on an annual basis at a regular town hall meeting, and shall consist of those citizens receiving at least a majority of the votes cast. If more than one candidate receives a majority, those receiving the most votes shall be elected. Citizens must be present at town hall meetings to vote, unless otherwise provided by these bylaws. Terms shall commence [immediately upon election].

Section 5. Officers. The Board shall choose a chair, vice-chair, secretary and treasurer from its members. At the option of the Board, they may choose instead to elect Co-Chairs instead of a chair and vice-chair for the year.

Section 6. Duties of Officers. The duties of each are as follows:

- a. **Chair:** The chair shall preside over all meetings of the Villages at Mt Hood and shall co-sign, with the treasurer, all authorized expenditures, appoint committee chairs and be responsible for the performance of such duties as prescribed in these bylaws or designated by citizens at a town hall meeting. The chair shall be an ex-officio member of all committees.
- b. **Vice-Chair:** The vice-chair shall perform the duties of the chair in his/her absence or disability. The vice-chair may co-sign for authorized expenditures if either the chair or treasurer is unable to perform this duty.
- c. **Secretary:** The secretary shall keep accurate records of all meetings of the Village. The minutes shall be made available to the Clerk of the Board of County Commissioners and to any citizen or the public as required by the Oregon Public Records and Meetings Law (ORS Chapter 192.) The secretary shall be responsible for correspondence of the Village and for any other related duties assigned by the Board of Directors. Because of the duties as a voting board member, the Secretary shall have another person at all Village meetings to take accurate meeting notes. This person shall be a non-member of the board.
- d. **Treasurer:** The treasurer shall maintain an accurate record of all income and expenses of the village and co-sign authorized expenditures. If provided by these bylaws, and in compliance with County Code Chapter 2.10, the treasurer may maintain a bank account, and must present a statement of accounts at every meeting. The treasurer's records shall be made available to any citizen or the public as required by the Oregon Public Records Law.

Section 7. Selection of Officers. The officers shall be selected by the village Board from among its members.

Section 8. Vacancies. A vacancy will occur when a Director is no longer a citizen of the Village, dies, resigns or is removed. If one stays on the board and is only resigning their officer's job, this will be filled from the remaining board members at the next meeting when the majority of the board members are present. If the resignation is from the board, the vacancy shall be filled by appointment by a majority of the remaining Directors. The person appointed to fill the vacancy will have first been approved by the BCC, and shall serve the remainder of the unexpired term until the next town hall meeting, at which time a majority of the citizens present at the meeting shall elect a successor from a list of eligible nominees approved by the BCC.

Section 9. Quorum and Action. A quorum at a meeting, and the minimum number of concurring votes (affirmative or negative) that must be cast in order to pass or reject a motion by the Board of Directors, shall be a majority of the total number of directors, as prescribed by ORS 174.130.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board, but no less than quarterly. The Board shall provide seven (7) days notice and hold open meetings in accordance with the Oregon Public Meetings Law. The village Board will meet with citizens at least quarterly at town hall meetings to give citizens an opportunity to identify, discuss and vote on community issues. The Board may designate town hall meetings can be held concurrently with any regularly scheduled monthly business meetings. All such town hall meetings shall be open to the public, but only citizens of the village, as defined in Article V of these bylaws and as set forth in Chapter 2.10 of the County Code, may vote.

Section 11. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board. Notice of such meetings, describing the date, time, place and purpose of the meeting, shall be delivered to each Director personally or by telephone, e-mail or U.S. postal service, not less than 24 hours prior to the special meeting. Special meetings shall be held in accordance with Oregon's Public Meetings Law [minimum 24 hours notice].

Section 12. Public Meetings and Public Records. All records of the Village are county records and considered public unless exempt from disclosure by the Oregon Public Records Law. The Village shall comply with Oregon's Public Records Law. This includes providing adequate notice, opening the meetings to the public, voting and keeping minutes. All requests for records should be referred to the Clerk of the Board of County Commissioners for processing.

Section 13. Compensation. Directors shall not be paid for services on the Board, but may be reimbursed for Board-approved expenses related to their Village duties. All requests for reimbursement must be accompanied by a receipt.

Section 14. Removal of a Director.

a. Any Director or officer of the Board of Directors of the Villages at Mt Hood may be removed by the Board of Directors by a vote of 2/3 majority of all the Directors, upon a finding that one or more of the grounds set forth in subsection (2) of this section exist. The matter of removal may be acted upon at any meeting of the Board of Directors. Notice of intention to consider the removal shall be given to each Director at least 14 days prior to the meeting at which the matter of removal is considered.

b. A Director may be removed if the Board of Directors finds that:

1. The Director has not been elected or appointed by the Board of Directors under section 8 of this Article for the term for which the Director is serving.
2. The Director has engaged in activities detrimental to the Villages of Mt Hood purposes, violated Oregon Ethics Standards or been convicted of a felony crime.

ARTICLE VII: COMMITTEES

Section 1. Committees. The Board of Directors may establish such committees as necessary and desirable to conduct the affairs of the village. Such committees shall be advisory to the Board, and are also subject to Oregon's Open Meetings Law.

ARTICLE VIII: QUARTERLY MEETINGS

Section 1. The Board shall meet with citizens at least quarterly at town hall-style meetings for the following purposes:

- a. Election of Directors will be held at the annual town hall meeting.
- b. Report to the citizens.
- c. Approve activities to be undertaken by the Village.
- d. Other matters as proposed by the citizens or the Board of Directors.

Section 2. Notice of town hall meeting must comply with the public meetings law and may be given by means including, but not limited to, press releases, flyers, direct mail, electronic mail, and by posting. The law encourages, but does not require, notification of parties known to have a special interest in a meeting. Public notification will include date, time and place of the meeting and a brief description of the principle subjects to be discussed. Notice of town hall meetings will be given seven (7) days before the meeting.

Section 3. The meeting shall be public, but only citizens of the Village, as defined in Article V, may vote.

Section 4. A simple majority vote of citizens present at the town hall meeting may recommend that the Board take official action on a matter. Citizens must be present at town hall meetings to vote, unless otherwise provided by these bylaws.

Section 5. All votes shall be by paper ballot at the town hall meeting, unless otherwise determined. Voting by the Board will be in compliance with the Oregon Public Meetings Law. No proxy or absentee votes are allowed.

Section 6. Copies of all meeting minutes shall be submitted to the Clerk of the BCC within forty-five (45) days from the date of the meeting.

ARTICLE IX: FUNDING

Section 1. The village may generate revenue through a range of means, including contributions, grants, and volunteer fund-raising activities. All such funds must be deposited with and administered by the county on behalf of the village. The village may enter into agreements for the sharing of revenue with the county. If approved by a vote of the citizens at a town hall meeting, the board may also request that the BCC take any of the following actions:

- a. Fund proposed activities within the boundaries of the Village through the establishment of a tax, fee or other charge. The BCC may implement such a recommendation if the tax, fee or charge is permitted by law. The revenue thus generated

is intended to support the delivery of an enhanced level of service, and the level of service would not otherwise be provided from appropriated county funds.

b. Initiate formation of a county service district with a permanent rate limit for operating taxes. If approved by the BCC, formation will be initiated in accordance with ORS Chapter 451, which includes public hearings and a vote on the question of formation by registered voters within the boundaries of the proposed district.

c. Authorize the Village to circulate a petition for the formation of a local improvement district pursuant to Chapter 4.02 of the Clackamas County Code pertaining to construction of public roads, sidewalks, traffic-calming, street lighting, and related facilities.

Section 2. County Funding. Limited funding for Village activities shall be provided by Clackamas County as deemed appropriate and feasible by the BCC.

Section 3. Financial Administration.

a. Charitable contributions. Charitable contributions made for the benefit of the Village may be paid to Clackamas County. Federal tax law provides an income tax deduction for charitable contributions to the county made exclusively for public purposes. Contributions received by the county on behalf of the village will be acknowledged in writing with the statement that the contribution is tax-deductible to the full extent allowed by law.

b. County trust accounts. Working with the county liaison, the Village shall open a trust account with the County Treasurer in order to accumulate contributions described in sub-section "a" above. The account shall be established according to County Treasurer protocol. Authorized requests for funds held by the county in trust for the Village shall be made in writing to the county liaison.

c. Imprest petty cash or bank account. The Village may maintain an imprest petty cash fund or an imprest bank account in an amount authorized by the BCC for miscellaneous expenditures. If the Village chooses to use an imprest bank account, all banking decisions must be coordinated with the County Treasurer or delegate. In addition, the County Treasurer or delegate must be an authorized signatory on the account and copies of all bank statements and reconciliations must be forwarded to the County Treasurer's office. Deposits in financial institutions must comply with all requirements of ORS Chapter 295.

d. As used in this section, "imprest" means a petty cash fund or a bank account into which a fixed amount of money is placed for the purpose of making minor disbursements for small, routine operating expenses. As disbursements are made, a voucher is completed to record the date, amount, nature, and purpose of the disbursement. The total of cash and the substantiating vouchers must always equal the total fixed amount of money set aside in the imprest fund or account.

ARTICLE X: COUNTY VILLAGE LIAISON

A designated County staff liaison shall be the primary contact between the county and Village. Other County staff shall work with the Village liaison as needed and available.

ARTICLE XI: LOCAL BUDGET AND AUDIT LAW; CONTRACTS

The Village shall cooperate with the county and comply with state law regarding local budget and audit rules to the extent required by law. The Village has no authority to enter into contracts unless expressly authorized in writing by the BCC or its designee. All Clackamas County contracts are subject to the rules of the Clackamas County Local Contract Review Board.

ARTICLE XII: LIABILITY; RISK MANAGEMENT

Village Directors acting within the scope of authority granted by the organization's bylaws and county policies are considered agents of the county for claims made against the organization, officers or members for the purposes of the Oregon Tort Claims Act, ORS 30.260 to 30.302. When acting in the capacity of a Community Planning Organization (CPO), the Board will not be considered an agent of the county. The Village Board of Directors must obtain approval from the county Risk Manager prior to undertaking public fund-raising activities.

Directors and officers are public officials subject to Government Standards and Practices laws (Oregon Revised Statutes Chapter 244), and may be removed from office by the BCC if found to be in violation thereof. (Adopted by Ord. 03-2007, 2/22/07)

ARTICLE XIII: INDEMNITY

When acting within the scope of their authorized duties, Clackamas County shall indemnify the Directors of the Village to the fullest extent allowed by Oregon law.

ARTICLE XIV: DISSOLUTION

Dissolution of the Village may be initiated by:

A. A resolution of the BCC; or

B. Filing a petition with the Clerk of the BCC signed by at least 30% of the Village citizens. The latest U.S. census or most recent county-acknowledged survey shall be used to determine if a petition meets the requirements of this section. The Village shall hold a town hall vote on the question of dissolution from at least thirty (30) days after, but no more than fifty (50) days after, initiation of the dissolution process. Following a town hall vote in favor of dissolution, the BCC shall hold a public hearing on the issue. The BCC may enter an order dissolving the Village if the BCC finds it to be in the best interests of the citizens of the Village or the county to dissolve the Village, or the Village has failed to regularly follow its adopted bylaws, or if the Village has failed to meet the requirements of County Ordinance No. 3-2007. Dissolution of the Village shall not affect any existing CPO.

ARTICLE XV: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted after first being presented to the BCC for review and approval at a public work session scheduled prior to a town hall vote on the amendments. Proposed changes must be adopted by a majority vote of the citizens at a town hall meeting, after first being given at least thirty (30) days notice of the date, time, and place of meeting at which the proposed amendment is to be considered. Notice of the town hall meeting must comply with the Oregon Public Meetings Law and may be given by means including, but not limited to, press releases, direct mail, electronic mail, flyers, or posting. The notice shall state that one of the purposes of the meeting is to consider proposed amendments to the bylaws and shall contain a copy of the proposed amendment. All changes to the bylaws must be approved by the BCC before they become effective.

ARTICLE XVI: SEVERABILITY

Invalidity or unenforceability of one or more provisions of these bylaws shall not affect any other provision of these bylaws.

Date Adopted: _____