

BYLAWS
of the
Villages at Mt. Hood™
Clackamas County Oregon Complete Community "Village"
February 24, 2007

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Article I. Name

The name of the village shall be: **Villages at Mt. Hood**

10 **Article II. Purpose**

The purpose of the **Villages at Mt. Hood** is to give citizens living, owning property or a business within the defined geographic boundaries of the village a forum and means to:

- 15 a) support select causes, projects, and activities - hereafter referred to as "**activities**", with coordination, guidance, promotion, and education for organizations, groups, businesses, and individuals that wish to work together to plan and coordinate activities that benefit the community by promoting economic development, improving the quality of life for the residents, businesses, and visitors, or protecting and preserving our environment, heritage, or natural resources,
- 20 b) work with the Mt. Hood Corridor and the Rhododendron Clackamas County Citizens Participation Organizations, hereafter referred to as "**CPOs**", to further refine and enhance the definition, implementation, and conformance with the zoning and land use ordinances for the protection of the "rural mountain character" that contributes to the quality of life for all,
- 25 c) provide a recognized organizational structure for procuring and managing grants and donations to accomplish the *activities*,
- d) pursue any required actions to be and remain a "Village" under the rules, regulations, and ordinances of the Clackamas County, Oregon, Complete Communities or as required by the Clackamas County, Oregon, Clackamas County Board of County Commissioners, hereafter referred to as "**BCC**", and
- 30 e) provide an organized way for citizens to express positions on issues of concern to BCC.

Article III. Activities

Section 1: Areas for activities

35 The select causes, projects, and activities supported by the Villages at Mt. Hood will be in the areas of:

- 40 1. Transportation within the Villages and between the Villages and external destinations as needed by the residents, businesses, and visitors,
2. Parks, trails, and recreation opportunities to improve the quality of life and enhance this key economic resource,
- 45 3. Economic development, business enhancement, and tourism,
4. Rural services including public safety, fire, wild fire, telecommunications, water, and septic/sewer,
5. Community center construction of new buildings and operation of the centers,
6. Community social services and resources,
7. Preservation and enhancement of the Villages' "rural mountain character" including preservation and protection of the environmental, historical, and cultural heritage.

50 It is specifically not the intent to make a business, social organization, neighborhood group, or association be recognized as a "supported activity".

Section 2: Community Support

At all times, the causes, projects, and activities identified as "supported by the Villages at Mt. Hood", must have support of a significant part of the community, and must preserve, protect, and enhance the natural environment and rural mountain character of the area.

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Reasonable diligence will be made to periodically communicate and inform all Members of the Villages regarding the progress and plans of the supported Villages at Mt. Hood *Activities*. The Board of Directors shall create, update, publish, and execute a communication plan.

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Section 3: Addition of supported activities

Proponents of an activity wishing to have the activity designated as a "supported activity of the Villages at Mt. Hood" shall submit a request to the Board of Directors at least 21 days before a Town Hall meeting. In the request, the activity shall identify and substantiate that it is a viable activity meeting a village wide community need, including but not limited to the information:

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- i. what is acknowledged community need
- ii. who is the visible driver/leader
- iii. who are the people currently supporting the activity by working on it
- iv. what structure is already in place to manage the activity: 501(c)(3), committee, etc
- v. what fiscal structure is in place and demonstrated fiscal responsibility
- vi. what are the goals and work plan
- vii. are they able to manage themselves to achieve goals

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The Board of Directors shall cause the proposed Activities to be reviewed by the Clackamas County board of County Commissioners for approval. If an activity is not rejected by the Board of County Commissioners by 5 days before the Town Hall meeting, it shall go forward for voting. If the proposed activity is rejected, then the Board of County Commissioners shall provide rationale for the rejection.

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At least 14 days before the Town Hall meeting, the Board of Directors shall make publicly available a list of all proposed activities and the information they supplied. The venues for the information shall include at least the Villages' web site and the local library.

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Each proposed activity shall be subject to a vote at the Town Hall Meeting. If an activity is not accepted as a "supported activity", the chair of the Town Hall Meeting shall, from the discussion on the activities before the vote or a poll of the citizens after the vote, identify which criteria were not met so that the proponents of the activity might meet them at a future meeting.

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If an activity fails to receive a majority vote, the proponents of the activity may request reconsideration at the next regularly scheduled Town Hall Meeting.

Section 4: Reaffirmation of Continuing Activities

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Continuing activities must be reaffirmed biannually by majority vote at a Town Hall meeting on the anniversary of the initial approval.

If an activity fails to receive a majority vote in a reaffirmation, the proponents of the activity may request reconsideration at the next regularly scheduled Town Hall Meeting.

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Section 5: Removal of Supported Activities

At any time an *activity* may decline to remain on the Supported Activities List. In such event, the Board of Directors shall take action to notify the citizens at the next Town Hall meeting and the BCC within 14 days.

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An activity shall be removed from the Supported Activities List if it is not reaffirmed by majority vote at the biannual reaffirmation. Once removed, the proponents of the activity may not apply to regain membership on the list until at least the next Town Hall meeting.

- 5 An activity may be removed from the supported activities list between biannual affirmations by 2/3 vote of a Town Hall meeting. The criteria for such a vote shall include
- i. the activity is completed
 - ii. it is no longer making reasonable progress
 - iii. there is evidence of fiscal improprieties
 - 10 iv. a significant part of the community questions the wisdom or value of the activity
- An activity so removed shall not be reconsidered for at least 1 calendar year.

Section 6: Constraint of Action

15 At all times the supported activities are the allowed scope of involvement of the Board of Directors. The Directors are constrained to act only on *supported activities* as contained in the "Villages at Mt. Hood Activities List". While the Board of Directors members, collectively or individually, may review and comment on other areas or activities, those comments and actions will be those of the individuals and not those of the Board.

Article IV. Location

20 The principal office of the Villages at Mt. Hood, at which the general business of the Villages will be transacted and where the records of the Villages will be kept, will be at such a place as may be fixed from time to time by the organization's Board of Directors. Unless otherwise fixed, it will be at:

- 25 Villages at Mt. Hood Community Center
Salmon River Road
Welches, Oregon.

Article V. Boundaries

Section 1: Initial Boundaries

30 The initial boundaries of the Villages at Mt. Hood shall initially be congruent with those of the Mt. Hood Corridor CPO and the Rhododendron CPO as determined by Clackamas County.

Section 2: Additions Due To CPO Boundary Changes

35 If the boundaries of either CPO changes, then the boundaries of the Villages at Mt. Hood shall change accordingly.

Section 3: Other Additions to the Boundaries

40 Additions to the boundaries of the Villages at Mt. Hood can be made by petition of areas outside the current boundaries. If accepted by the Board of Directors, the petitioning area shall hold a Town Hall meeting requiring simple majority vote for ratification and the existing Villages at Mt. Hood shall hold a separate Town Hall meeting requiring a simple majority vote for ratification.

45 The proposed addition shall then be reviewed and approved by Clackamas County Board of Commissioners.

50 Upon addition to the boundary, the Villages' Board of Directors, with Board of County Commissioners concurrence, shall review and set all usage fees as they might apply to the new area. The fees may be higher to recoup the investments already made.

Article VI. Members

55 Membership shall be open to all individuals who are residents living within the boundaries of the village or non-residents who own property or own a business within the village.

Voting privileges shall be restricted to.

1. those individuals at least 18 years of age on the day of the Town Hall meeting where the vote occurs.
2. a business shall have at most one vote and shall be represented by one of the owners of the business.
3. a business represented at a Town Hall meeting by one or more residents or non-residents owning property in the village who are also owners or partial owners of the business shall have not have a vote.

10 **Article VII. Town Hall Meetings**

Section 1: Purpose

The Villages at Mt. Hood will hold well publicized, public, "Town Hall" style meetings for the purposes of:

1. voting by members of the Villages at Mt. Hood on candidates for the positions on the Villages Board of Directors
2. vote to approve/remove *activities* to be supported by the Villages at Mt. Hood.
3. vote to ratify or reject any substantive decisions made by the Board of Directors that requires ratification including supported activity additions/removal, boundary changes, bylaws changes, and other items both identified in the by-laws or as desired by the Board of Directors
4. presentation of a report on the progress and plans on "supported activities"
5. other matters as proposed by the citizens or the Board of Directors

Section 2: Frequency.

The Villages shall hold regular town meetings at least once per quarter to report on plans and progress, and to accomplish the business of the Village.

Section 3: Insuring Public Attendance and Input

The Board of Directors will use reasonable diligence to gain public attendance and input at the Town Hall meeting. The Board of Directors shall establish, review, and publish a policy on how to insure sufficient public attendance and input at the Town Hall meetings.

Section 4: Public meeting

The Board of Directors shall exercise reasonable diligence to insure that Town Hall meetings all be conducted to conform to the Oregon Public Records and Meetings Law, including providing adequate notice of meetings, opening the meetings to the public, accurate recording of voting, and keeping sufficient minutes.

All meetings shall be fully open to the public, but only citizens of the Villages at Mt. Hood may vote. All members of the public may provide comment on the business at hand. In the event that any person or persons becomes disruptive, that person may be excluded from the remainder of that meeting by majority vote and the person or persons are required to leave the meeting location. The exclusion may be canceled by petition from a citizen still in the meeting if accepted by majority vote.

Section 5: Quorum

A simple majority of citizens present at the Town Hall meeting may conduct all village affairs as noted in Section 1.

Section 6: Voting

All yes/no votes may be by voice or show of hands with appropriate recording of the balloting to meet the Oregon Public Meeting Laws. All elections of Directors or approval of Bylaw changes shall be by secret paper ballot.

Should any eligible voter have concern about the correctness of the outcome of a vote, they may request "division of the house", as defined in Roberts Rules of Order, immediately after the vote. Such a request is not subject to debate or vote. The satisfaction of the division of the house request shall be to immediately hold a re-vote utilizing paper ballots to determine the outcome of the vote.

As required by Oregon Public Meeting Law, the vote of each member shall be recorded into the minutes of the meeting by name. If more than 25 citizens eligible to vote are present, then by majority vote they may suspend the requirement for recording of votes except for a division of the house which vote shall be recorded by name. If recording by name is suspended, the request by any one citizen eligible to vote will permanently re-instate the requirement to record votes by name unless that citizens withdraws the request.

The chair may expedite voting on yes/no votes that seem to have consensus, by simply asking for a show of hands for "objections" and, if the number of "objections" is less than 5% of the eligible voters, then they shall be counted and recorded as the "negative votes", the chair shall record abstentions in the same manner, and the remainder of the voters shall be counted as affirmative. Should more than 5% object or more than 5% abstain or there is a request for a division of the house, then a regular vote shall occur.

Section 7: Proxy Voting.

Voting by proxy is not allowed. Only citizens who are physically present shall have valid votes.

Article VIII. Board of Directors

Section 1: General Powers

The business affairs of the Villages at Mt. Hood shall be managed by a Board of Directors. The Directors in all cases shall act as a board, and they may adopt such rules and regulations for the conduct of their meetings, the management of the Villages, and the carrying out of the Villages' responsibilities, as they may deem proper and consistent with these Bylaws.

Section 1.1: Status as a Clackamas County Complete Communities "Village"

The Board of Directors is responsible for insuring conformance to the requirements of maintaining a status as a "villages" as identified in the Clackamas County Villages and Hamlets Ordinance and BCC.

The Board of Directors shall act as a representative voice of its citizens and shall serve in an advisory capacity to the BCC on issues of village concern.

This specifically includes providing the BCC with a list of potential Board of Director nominees for review in the time frame specified by the BCC prior to the Town Hall election of the nominees. All candidates for the Board of Directors not identified as "unacceptable" to the Board of County Commissioners by 5 days before the Town Hall Meeting, shall go forward to the Town Hall Meeting for voting.

Section 1.2: Decision to Terminate being a "Clackamas County Village"

In the event the Board of Directors determines that the requirements for maintaining the status of a Clackamas County Complete Communities "Village" is onerous and burdensome, they may pass a resolution to bring a "proposal of dissolution" to the Town Meeting identifying the severing of the relationship and the future, if any, of the existing Villages activities. If confirmed by 2/3 vote at the Town Meeting, the Board of Directors shall work with the BCC to return those county resources deemed appropriate by the BCC and terminate the Village status conforming to all applicable state laws. The Board of Directors

shall then update these bylaws to remove all references contained for the purpose of being a "Village".

Section 2: Duties

- 5 The primary duties of Board of Directors are to:
1. create a community forum, insure public attendance, and gain community consensus on issues impacting the community such as quality of life issues (streetscapes, trails, recreation, youth and social services, etc) that are covered by the *supported activities*,
 - 10 2. work with members of the Villages at Mt. Hood to carry out the assigned Villages at Mt. Hood supported activity. This includes but is not limited to
 - a. providing advice, support, and technical assistance in the execution of the supported activities,
 - 15 b. working with and getting fulfilled needed county liaison such as allocation of county resources, staff time, creation of fiscal agents,
 - c. sharing insights, feedback, contacts, and personal connections to assist in making the activities successful,
 - d. helping motivate community involvement in the supported activities,
 - e. reviewing progress of the activities,
 - 20 3. endorse specific community requests/positions, as approved by majority at a Town Meeting, to the BCC in the context of the Villages at Mt. Hood *supported activities*:
 - a. county resources (land for parks, road work, social services..),
 - b. economic development,
 - 25 c. maintaining the "rural mountain character" of the Villages,
 - d. fiscal management,
 - e. county activities as they impact the Villages at Mt. Hood,
 - f. grant requests, Memorandum of Understandings (MOUs), interface to other entities.
 4. work with and through the CPOs to gain additional community review and input on issues of maintaining the "rural mountain character" of the area while protecting the rights of individual to utilize their property in conformance with the current laws and ordinances,
 5. work with the county to manage and promote media contact, public relations, outreach to include all members of the community to support *activities* by creating, updating, publishing, and executing a communication plan,
 - 35 6. conduct, with reasonable diligence, all appropriate administrative functions of the Village, including conformance to Oregon Public Records and Meetings Law - ORS 192, yearly budget, bookkeeping, reports, and public meeting requirements, and provide copies of annual budget, bookkeeping, and other administrative reports to the BCC, or when requested by the BCC.

40 may create and maintain a Memorandum of Understanding as a binding contract between the Villages at Mt. Hood Board of Directors and the BCC as to the rights, duties and responsibilities of each party,
 7. conduct Town Hall meetings and report annually to the BCC,
 - 45 8. fairly and accurately represent the Villages at Mt. Hood to the BCC and other jurisdictions,
 9. undertake other duties and responsibilities as determined by the Board of Directors, the citizens, or the BCC.
- 50 The definition of "Reasonable diligence" is: "A fair, proper and due degree of care and activity, measured with reference to the particular circumstances, as might be expected from a person of ordinary prudence and activity to avoid harm to self or others. The failure to make this effort is considered negligent". The Board of Directors or any Director shall consult with Clackamas County legal counsel if there are any questions.

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Section 3: Number

The number of Directors shall be established at nine Directors.

- Two Directors shall be representatives of the CPOs - one each from the Mt Hood Corridor CPO and the Rhododendron CPO.
- 5 • Seven Directors shall be elected from the nominees of the community at large. If insufficient candidates present themselves or are not confirmed by the election process, then the positions shall remain open and be filled by election at the next Town Hall Meeting.

10 **Section 4: Qualification, Election and Term, Resignation, and Dismissal**

Section 4.1: Qualification

The qualifications and requirements to be a Director on the Board include:

1. a citizen of the Villages at Mt. Hood.
- 15 2. commitment of the time and being available for key meetings of the Board and Village activities.
3. demonstrated leadership and participation in *activities* that benefit the Villages of Mt. Hood.
4. demonstrated leadership and assistance in helping other activities in making
- 20 progress.
5. attendance at a majority of the Board meetings for previous 6 months before the election.
6. commitment to working with and for the benefit of the collective Villages at Mt. Hood.

25 **Section 4.2: Election and Term**

Any and all Directors of the Villages at Mt. Hood will at all times be elected by receiving a vote from a majority of the citizens attending a Town Hall Meeting. A deadline for submission of application shall be set in conjunction with the BCC to give the BCC sufficient time for review and approval. All candidates for the Board of Directors not identified as "unacceptable" to the Board of County Commissioners by 5 days before the Town Hall Meeting, shall go forward to the Town Hall Meeting for voting.

Directors on the Board of Directors shall take office from two sources

1. The **Mt. Hood Corridor CPO** and **Rhododendron CPO** representatives
- 35 2. Seven members elected from the Villages at Mt. Hood's citizens "**at large**"

Section 4.2.1: CPO Representation The Mt. Hood Corridor and Rhododendron CPOs will each identify a representative willing to commit to the duties and responsibilities of a member of the Board of Directors. These nominees shall each be confirmed by a majority vote of in the quarterly Town Hall meeting held during the first quarter of the year. In the event a nominee fails to receive a majority vote, the CPO not having a confirmed representative shall nominate a representative to be voted on at the next regularly scheduled Town Hall.

45 A continuing CPO representative shall be reconfirmed biannually by a majority vote of the first Town Hall meeting of the calendar year.

Section 4.2.2: "At-large" members

There shall be seven at-large positions on the Board of Directors serving staggered 3 year terms. (see multiple open positions, below).

50 When there are open "at-large" positions, the Board of Directors shall exercise reasonable diligence to make the community aware of the openings at least 30 days before the Town Hall meeting that would fill the position. The Board of Directors shall actively and diligently encourage citizens to run for the positions.

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Any citizen wishing to be on the Board of Directors shall submit a self nomination for an "at-large" position to the Board of Directors by the deadline for submission of application that has been set in conjunction with the BCC. The Board of Directors shall create and maintain a nomination form that identifies the required information which shall include at least personal contact information, background, current contributions and roles in the Villages at Mt. Hood and which activities they are currently contributors.

At least 5 days before the Town Hall meeting, the Board of Directors shall make publicly available a list of all nominees and the information they supplied. The venues for the information shall include at least the Villages' web site and the local library.

At each Town Hall meeting where there are open at-large positions to fill, a paper ballot shall be taken among the nominees. Each citizen may vote for one nominee for each open position. Any ballot with more votes than open positions shall not be counted.

The candidate receiving the most votes and at least a majority of the citizens voting shall be elected to the position. In the event of a tie, either candidate may concede. In the event of no concession there will be a re-vote between the candidates tying with a majority vote. The re-vote may be voice or show of hands unless any citizens requests a "division of the house" at which point a paper ballot vote shall occur. If there continues to be a tie, then all unelected nominations shall be canceled and the position shall remain open until the next Town Hall meeting.

If there are multiple open positions then the Town Hall meeting elected candidate receiving the largest majority shall fill the longest position, the elected candidate receiving the 2nd highest majority vote shall fill the second longest position, etc. In the event of a tie, the tie breaking process identified for a single position shall be used. If the tie is only in regards to the length of the term, then the flipping of a coin shall be used to resolve the length of the members' terms.

Section 4.3: Resignation of a Director

A Director may resign from the Board of Directors by notifying the Board in writing of such resignation. Failure to attend the scheduled Board meetings for 3 consecutive meetings without notice shall be construed the same as written notification.

Section 4.4: Dismissal of a Director

The Board of Directors shall establish a set of criteria that is cause for dismissing any Director from the Board. The criteria shall include, as a basis, any violations of one or more of the following grounds

1. evidence of fiscal improprieties including self-dealing or conflict of interest
2. creation of a "hostile work environment" for the Board or community meeting
3. failure to attend Board meetings for 6 consecutive months or
4. failure to execute the duties and responsibilities as a Director

and any other grounds as considered appropriate by the Board.

The criteria that are cause for dismissal shall be approved by majority vote at a Town Hall Meeting before becoming effective.

The representative of a CPO may also be removed at any time by the CPO and a replacement nominated for consideration at the next Town Hall Meeting.

Section 5: Compensation

No compensation shall be paid to any Director for their services on the Board of Directors. By resolution of the Board of Directors, each Director may be reimbursed for reasonable and necessary expenses incurred in discharging the duties of as a Director and in furtherance of

the purposes of the Village if sufficient unencumbered funds are available. All expenses subject to reimbursement shall be authorized beforehand by the resolution of the Board of Directors in advance. Such reimbursement shall follow due diligence in documenting and track the expenses.

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Article IX: Officers

Section 1: Number and Title

The officers of the Villages at Mt. Hood shall consist of Chair, Vice-Chair, Secretary, Treasurer and such additional Officers designated by the Board of Directors as it may deem appropriate. The Board of Directors may combine offices for more efficient operation.

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Section 2: Election

The Officers of the Villages shall be elected annually by the Board of Directors at the first meeting of each calendar year. Each Officer shall hold office until the Officer's successor shall have been duly elected and qualified, or if the Officer's death, resignation, or succession from membership in the Villages, as herein above provided.

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Section 3: Vacancies and removal

1. Any officer may be removed with or without cause by the Board of Directors by a vote of a 2/3 majority of all the Directors. The matter of removal may be acted upon at any meeting of the Board of Directors, provided that the notice of intention to consider said removal has been given to each Board of Directors member and to the Officer affected at least 14 days previously unless such notice is waived.
2. A vacancy in any office may be filled by a majority vote of the Board of Directors to fill the remaining term.
3. Any Officer may resign their office at any time by giving written notice to the Board of Directors or the Chair of the Board of Directors. Except as otherwise provided by law, any such resignation shall take effect upon receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation as an Officer shall not change the representative's status as a Director.
4. This section shall not affect the contract rights of the Villages or any Officer
5. Election or appointment of an Officer shall not by itself create contract rights

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Section 4: Compensation

Other than reimbursement for expenses potentially provided as a Director, no Officer of the Villages shall receive any compensation from the Villages for acting as an Officer.

Section 5: Duties of the Officers

Chair. The Chair shall preside over all meetings of the Villages at Mt. Hood. The Chair shall co-sign all authorized expenditures, appoint committee heads, 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.

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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.

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Secretary: The Secretary will be responsible for keeping the Villages records. The Secretary will insure conformance with the Oregon Public Meeting Laws (ORS 192). The Secretary shall handle all correspondence of the Villages and give or cause to be given all notices of meetings of the Board of Directors, Town Hall meetings, and all other notices required by law or by these bylaws. The Secretary will be the custodian of all books, correspondence, and paper relating to the business of the Villages,

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except those of the Treasurer. The Secretary will present at each meeting of the Board of Directors and at each Town Hall Meeting a full report of the transactions and affairs of the Villages for the preceding period and will also prepare and present to the Board of Directors such other reports as it may desire and request at such time or times as it may designate.

The Board of Directors, at its discretion, may appoint an Assistant Secretary, not necessarily a member of the Board of Directors, who will perform the duties and assume the responsibilities of the Secretary as above set forth under the general direction of the Secretary. If the appointed Assistant Secretary is not a member of the Board of Directors, the Assistant Secretary shall not be entitled to vote as a Director and may be compensated if the Board chooses and the BCC confirms.

Treasurer. The Treasurer will have general charge of the finances of the Board of Directors and the Villages at Mt. Hood. When necessary and proper, the Treasurer will endorse on behalf of the Board of Directors all checks, drafts, notes, and other obligations and evidences of the payment of money to the Villages or coming into the Treasurer's possession, in such bank or banks as may be selected by the Board of Directors. The Treasurer will deposit the same, together with all other funds of the Villages coming into the Treasurers possession, and will keep full and accurate account of all receipts and disbursements of the Villages in books belonging to the Board of Directors, which will be open at all times to the inspection of the Board of Directors. The Treasurer will present to the Board of Directors at first meeting in a calendar year his or her report as Treasurer of the Villages at Mt. Hood and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer's records shall be made available to any citizen or the public as required by the Oregon Public Records Law.

Section 6: Additional Duties

Any Officer of the Villages, in addition to the powers conferred upon them by these Bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

Article X. Meetings of the Board of Directors

Section 1: Regular Meetings

A public meeting of the Board of Directors will be held in each month of the year for the purpose of reviewing progress and issues, and determining and changes to the strategic plan and priorities. The meetings shall be held at regular times and places to encourage public participation.

In addition to its monthly meeting, the Board of Directors will may hold other meetings at such times and places as needed to conduct the business of the Villages.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called at any time, subject to the Notice of Meetings section, by the Chair of the Board of Directors or upon receipt of a request therefore signed by a majority of the Members.

Section 3: Open Meetings

All meeting Board of Directors shall be Open to the general public for observation and the minutes/notes/summary of each meeting shall be made available to the public in accordance with Oregon Public Meeting Laws. The public shall be notified of all meeting at least 7 calendar days in advance of the meeting. The Board of Directors shall at all times attempt to involve the attending public in constructive discussion of the items before the Board of Directors

Section 4: 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 the Oregon Attorney General's "Public Records and Meetings Manual and ORS 174.130.

Section 5: Notice of Meetings

Notice of the regular monthly meeting and any special meetings, including electronic or telephone meetings, shall be constructively communicated to the Directors and the Citizens of the Villages at Mt. Hood at least 7 calendar days prior to the day such meeting is to be held. Establishment of a regular monthly day, time, and location that is published in well establish media shall constitute sufficient notification even if there are not 7 calendar days before the meeting.

Section 6: Proxy Voting

Proxy voting shall not be permitted but the Board of Directors is permitted to take under advisement proxy statements of any Members not present, for the purposes of achieving consensus.

Section 7: Telephone or Electronic Meetings

Any or all Members may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting. If telephone or electronic is used, the Board of Directors shall make available to the public at least one place where the public can listen to the communication at the time it occurs by means of speakers or other devices. The place provided may be a place where no member of the Board of Directors is present.

Section 8: Public Meetings and Public Records

The Board of Directors shall exercise reasonable diligence to comply with Oregon's Public Records and Meetings Law - ORS 192. All records of the Villages at Mt. Hood are county records and considered public unless exempt from disclosure by the Oregon Public Records and Meeting Law. All meetings all be conducted to conform to the Oregon Public Records and Meetings Law, including providing adequate notice of meetings, opening the meetings to the public, accurate recording of voting, and keeping sufficient minutes.

All records will be provided in a timely fashion to the Clerk of the County Board of Commissioners for archiving and records retention management. All requests for records shall be referred to the Clerk of the Board of County Commissioners for processing.

Article XI. Committees

Section 1: Committees of the Board of Directors

The Board of Directors may establish such committees as necessary and desirable to conduct the affairs of the Village. Membership shall be restricted to Board members. Such a committee may be delegated full authority of the Board and shall conform to all requirements of the Oregon Public Meetings and Records Law.

Section 2: Advisory Committees to the Board of Directors

The Board of Directors may establish such advisory committees as necessary and desirable to conduct the affairs of the Village and especially to gain expertise or additional key community input into the actions of the Board of Directors. The Advisory Committee shall be appointed by majority vote of the Directors present in a meeting to consider or act upon a specific subject or topic.

Membership in the advisory committee is open to anyone the Board considers appropriate.

5 The Advisory Committee shall have a member of the Board of Directors as chair and to report on the committee to the Board of Directors.

10 An Advisory Committee may be delegated such authority as deemed appropriate but in all cases, the decisions of the Advisory Committee shall be reviewed by the Board of Directors and are not binding until ratified by such review unless otherwise explicitly noted.

Article XII. Conflicts of Interest

15 The Board of Directors and any members of the Villages shall at all times attempt to be and be perceived as not participating in any actions that represent a conflict of interest. Any member with a known or potential conflict of interest must declare to the Board that conflict and shall recuse themselves from the decision process except to act as an expert witness to material facts for the Board. The members of the Board and all Advisory Committees shall at all times be aware of and conform with Oregon conflict of interest rules as contained in the Oregon Revised Statutes Chapter 244 and the Oregon Administrative Rules.

20 A transaction in which a Member of this Village has a conflict of interest may be approved in advance by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the Member's interest were disclosed or known to the Board of Directors or the committee of the Board of Directors.

25 A conflict of interest transaction is a transaction with the Village in which a Member of the Village has an actual or potential interest.

For the purposes of this Section, a Member of the Villages has a potential interest in a transaction if:

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1. Another entity in which the Member has a material interest or in which the Member is a general partner is a party to the transaction; or
 2. Another entity of which the Member is a Member, Officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of the Villages at Mt. Hood.

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For purposes of this Section, a conflict of interest transaction is authorized, approved or ratified if it receives the

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- a) affirmative vote of a majority of the Members on the Board of Directors or on the committee who have no actual or potential interest in the transaction, and
 - b) the Directors have demonstrated due diligence to insure that the Villages at Mt. Hood are receiving a "significantly better than fair market" value on the transaction

45 A transaction may not be authorized, approved or ratified under this Section by a single Member. If a majority of the Members, who have no actual or potential interest in the transaction, vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Article.

50 The presence of, or a vote cast by, a Member with a potential interest in the transaction does not affect the validity of any action taken under this Article if the transaction is otherwise approved as provided in this Article.

55 A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is more than fair to the Village at the time it was entered into or is approved as provided in this Article.

Article XIII. Corporate Indemnity

Section 1: Right to Indemnification

The Villages shall indemnify any Member, Officer, employee or agent to the fullest extent allowed by the Oregon Nonprofit Corporation Act.

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Section 2: Insurance

The Villages may maintain insurance, at its expense, to protect itself and any such Member, Officer, employee or agent of the Villages or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss.

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Section 3: Clackamas County Indemnification

When acting in the capacity of a village board, the Board of Directors shall be considered an agent of the county. Per Oregon Tort Claims Act, ORS 30.260 to 30.302 and Clackamas County ordinance 06-2005 (Complete Connections), section 2.10.070 Clackamas County shall indemnify the Directors of the village to the fullest extent allowed by Oregon law Section 4 Liability, Risk Management. Village Directors acting within the scope of authority granted by the organization bylaws and county policies will be treated as agents of the county for claims made against the organization, officer or member for the purposes of the Oregon Tort Claims Act, ORS 30.260 to 30.302.

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The Village Board of Directors must obtain approval from the county Risk Manager prior to staging public fund-raising activities.

Article XIV. Fiscal Policy

Section 1: Ventures

All new ventures in the activities of the Villages at Mt. Hood, such as a major financial or resource obligation, utilizing Clackamas County resources or as an agent of Clackamas County must be approved by the Board of Directors and ratified in a Town Meeting before submitting to the Clackamas County Board of Commissioners for approval. Any expenditure in connection therewith shall be specifically authorized for such purposes by the Board of Directors before disbursement may be made for such purpose.

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Section 2: Activity Independence

Each activity is independently responsible for acquiring and managing non-county resources, ventures, grants, and activities needed to accomplish their goals. While the Board shall forward to the Town Hall meeting for review and approval of county resource requests and review of progress and plans as they relate to Clackamas County resources, the Board of Directors and the Town Hall Meeting have no decision authority over non-county resource fiscal matters of activities supported by the Villages at Mt. Hood not utilizing Clackamas County resources or Clackamas County agency, e.g. other activities of the 501(c)(3)s, community action committees, etc.

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If an Activity utilizing Clackamas County Resources determines that it needs to require a usage fee to recover costs and expenses, the Board of Directors shall review and submit to the BCC for review and approval by resolution the fee proposal. If either Board, after negotiation, rejects the fees and does not provide other funding, then the Activity may terminate that part of the Activity utilizing Clackamas County resources.

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Section 3: Board Authorization

The Board may authorize any officer or officers, agent or agents of the village, in addition to the officers so authorized by these laws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Villages of Mt. Hood in dealing with Clackamas County. All binding contracts must be approved by the BCC.

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Section 4: Investing Excess Funds

Whenever the cash balances of the Villages at Mt. Hood are deemed to be in excess of current needs, the Board of Directors, with approval from the BCC, may authorize the investment of any such funds for interest earning purposes in United States Government Bonds, federally insured savings accounts and/or other investment programs deemed appropriate by the Board. Such deposits shall be made in the name of the Villages at Mt. Hood with the authority for making deposits and withdrawals vested in such person or persons, as the Board shall from time to time provide by resolution. The Board is further empowered to authorize loans or donations to other cooperating associations for the purpose of furthering their work therein when deemed advisable.

Section 5: Payment Signatures

All checks, drafts, and other orders for payment of funds shall be signed by such officers or such other persons as the Board of Directors may from time to time designate and as approved by the Clackamas County Board of County Commissioners. All documents above an amount specified by the Board of Directors will require two such signatures, at least one of which shall be that of an officer of the Board of the Directors and the other may a Director or such other persons as the Board of Directors may from time to time designate and as approved by the Clackamas Count Board of County Commissioners.

Section 6: Complete Books and Records

The Villages at Mt. Hood shall keep correct and complete books and records of accounts and will also keep minutes of the proceedings of its Board of Directors, and committees having any of the authority of the Board of Directors; and it will keep at the registered or principal office a record giving the names and addresses of the Board of Directors and any contributions by members. All books and records of the Villages may be inspected by any Member or his or her agent or attorney, and agents of Clackamas County for any proper purpose at any reasonable time.

Section 7: Fiscal Year

The fiscal year of the Villages will be July 1 through June 30.

Article XV. Amendments

The Board of Directors may amend these bylaws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. The process of developing changes or amendments shall at all time be accomplished with an open, community involved process, appropriately advertised and subject Oregon Open Meetings and Records Law. Upon written notice of at least 14 days, any number of amendments or an entire revision of the bylaws developed by the open process may be submitted and voted upon at a single meeting of the Board of Directors.

If adopted at such meeting upon receiving a majority vote of the members of the Board of Directors, proposed amendment or replacement shall then be submitted to the BCC for review and approval. The proposed amendment or replacement shall then be referred to the next quarterly Town Hall meeting for approval by majority vote. Citizens shall be provided with a complete draft of the proposed bylaws at least 7 days before the scheduled meeting. In the event the proposed amendments do not receive majority vote at the Town Hall meeting or by the BCC, the existing bylaws remain in force.

Under no conditions can changes to the bylaws be applied retroactively.

Article XVI. Dissolution

Upon the dissolution of the Villages and after the payment or the provision for the payment of all the liabilities of the Villages, the Board of Directors will dispose of assets as is consistent with the status as Village as overseen by an agent or agents of Clackamas County and pursuant to Oregon State law where applicable.

Dissolution of the village may also be initiated by a petition of 15% of the citizens of the village filed with the Clerk of the BCC, or by resolution of the BCC.

Within 30 to 50 days from the initiation of dissolution, the BCC shall hold a public hearing on the issue. If, after the public hearing, the BCC finds that dissolution is in the best interests of the citizens of the village or the county, or that the Villages at Mt. Hood has failed to regularly follow its adopted bylaws or meet the requirements of County Ordinance No. 06-2005, the BCC may declare the village dissolved and enter a Board order to that effect.

Dissolution of a village shall not affect any existing CPO.

Article XVII. Funding and Contracting

Section 1: County Related Local Budget and Contract Law

The Villages at Mt. Hood shall cooperate with the county and comply with ORS 294.305 to 294.565, to the extent required by law.

The Villages at Mt. Hood has no authority to enter into contracts to receive grants, establish relationships with other jurisdictions, or have work performed unless expressly authorized in writing by the Clackamas County Board of Commissioners or its designee. All Clackamas County contracts are subject to the Clackamas County Local Contract Review Board rules.

Section 2: Taxation and Other Fees

To the extent permitted by law, the Villages at Mt. Hood may request that the county impose taxes within the boundaries of the village that are sufficient to support the delivery of an enhanced level of service that would not otherwise be provided from appropriated county funds. The Village may request that the county form a county service district with a permanent tax rate or may employ any other taxing power allowed by state law. Other financing options may include but are not limited to:

- Local Improvement District (LID)
- Serial Levy
- Tax Increment Financing (TIF)

If the Board of Directors should choose to propose a new tax, fee, or county service district, it shall first seek approval by a majority vote at a Town Hall meeting. If approved, the proposed tax, fee, or county service district, shall be submitted to the BCC for consideration. All proposals which include the imposition of new taxes must then be approved in accordance with state law on "double majority" at an election ordered by the BCC.

Proposals voted on in the fall general election of even years are not subject to the double majority requirement.

Section 3: County Funding

Limited funding for village activities shall be provided by Clackamas County as deemed appropriate and feasible by the Board of County Commissioners.

Section 4: Grants and other fundraising

The village may accept contributions or raise funds, including grants, through the voluntary efforts of its citizens. The Villages at Mt. Hood may also enter into agreements for the sharing of revenue with the county.

Article XVIII. Clackamas County Liaison

Section 1: County Staff Liaison

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

Section 2: Board of Commissioners

10 Members and representatives of the Board of Directors and one or more commissioners of the BCC shall hold quarterly, or as needed, "BCC work sessions" at a time and place set by the BCC. The purpose is to provide review and feedback on the progress, plans, activities, and directions of the Villages at Mt. Hood.

Article XIX. Electronic Communication

15 The Villages at Mt. Hood may use confirmed receipt of electronic communication as equivalent to paper communication.

Article XX. Severability

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

Certificate

25 This is to certify that the foregoing is a true and correct copy of the Bylaws of the Villages at Mt. Hood named in the title thereto and that such Bylaws were duly adopted by the Board of Directors and Town Hall Meeting of the Villages at Mt. Hood on the date set forth above.

Dated: _____

30 Signed: _____
Chair