

BYLAWS
of
THE FAYE WRIGHT NEIGHBORHOOD ASSOCIATION
June 2012

ARTICLE I: NAME

The name of this organization will be the Faye Wright Neighborhood Association.

ARTICLE II: BOUNDARIES OF THE NEIGHBORHOOD

SECTION 1. DESCRIPTION

The Faye Wright Neighborhood Association will encompass the following area:

Starting at the intersection of Liberty Road and Commercial Street, proceeding southerly on Commercial Street to the intersection of Kuebler Boulevard, thence westerly along Kuebler Boulevard to the intersection of Liberty Road, northerly along Liberty Road to the beginning.

SECTION 2. CHANGES

The boundaries may be altered or changed at any time by a majority vote of the members at the annual or special meeting.

SECTION 3. JOINT ACTIVITIES

At any time the Board of Directors, by majority vote, may elect to join other neighborhood associations for purposes of more comprehensive planning or for any activity which will enhance the efforts or effectiveness of either or both organizations, so long as said activity is within the stated purposes of the organization.

ARTICLE III: PURPOSE

The Faye Wright Neighborhood Association will be advisory to the several departments of the City of Salem, including but not limited to the Planning Commission and the City Council on matters affecting the growth, development and livability of our neighborhood and the City of Salem. The organization may develop neighborhood plans and proposals with respect to land use, zoning, parks, open space, recreational activities, housing, school and community facilities, transportation and traffic, and other factors affecting the livability, social and economic aspects of the Faye Wright neighborhood. The Association may offer advice on growth, development and livability to other governments.

ARTICLE IV: MEMBERSHIP

The general membership will be open to residents, property owners, businesses and persons engaged in business in this community who are interested in contributing their time and effort to the objectives of this association. Each business will have one representative.

ARTICLE V: MEETINGS OF THE GENERAL MEMBERSHIP

SECTION 1. ANNUAL MEETINGS

An annual meeting of the general membership will be held in the spring of each year for the purpose of electing directors. Any matter that requires general membership input or approval may also be voted on at the annual meeting. A quorum at an annual meeting will consist of those members present. A person may become a member in good standing and will be entitled to one vote by providing their name and address to the secretary. There will be no voting by proxy.

SECTION 2. SPECIAL MEETINGS

The Board may call a special meeting of the general membership when there is important information to convey, or an important matter that must be voted on in a timely manner.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF BOARD OF DIRECTORS; QUORUM

The business and affairs of this organization will be managed by a Board of Directors who are business representatives, property owners, or residents of the neighborhood. The Pringle Creek Watershed Council shall also be represented on the Board of Directors. The Board of Directors will have a minimum goal of 8 but not more than 12 members of the general membership and should be geographically representative of the neighborhood.

The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board unless the act of a greater number is required by law. A quorum for any meeting will consist of a majority (50 percent plus one) of the Directors in office at the time of the vote.

SECTION 2. ELECTION OF DIRECTORS AND TERM OF OFFICE

Elected Directors will hold office for three years and until their successors are elected and take office. The terms will be so arranged so that the terms of not more than one-third of the elected Directors will expire at the time of the annual meeting of the general membership.

A nominating committee of no less than three (3) Board members will be appointed by the Board. Nominations for Directors may be sent to this committee by any member of the association. The nominating committee will report the nominations to the annual meeting of the general membership.

Nominations may be made from the floor at the annual general membership meeting, provided the consent of the nominee was secured in writing. The general membership will elect the Directors.

Any Director may be removed from the Board following two (2) unexcused absences. An excused absence constitutes a phone call to the Chair. Any Director may also be removed from the Board by a majority vote of the Board if it is deemed to be in the best interest of the association.

SECTION 3. FILLING VACANCIES IN THE BOARD

Any vacancy occurring in the Board for any reason will be filled by vote of a majority of the Directors at any meeting. Any Director elected to fill a vacancy will be elected for the predecessor unexpired term in office. The general membership will act on the ratification of all new Board appointments by a majority vote of the members in attendance at the next general membership meeting.

SECTION 4. DELEGATIONS OF POWERS AND DUTIES

For any reason deemed sufficient by the Board, the Board may temporarily delegate all or any of the powers and duties of any officer to any other officer or Director.

SECTION 5. MEETING OF THE BOARD

Regular Board meetings will be held at a time determined by the Board. The general membership may attend these Board meetings.

Special meetings of the Board may be called by the Chair at any time by notice given by telephone or e-mail. Special meetings of the Board will be called by the Chair upon the written request of three members of the Board.

When board action is required prior to a regularly scheduled meeting, the Board of Directors may submit for vote by mail, e-mail, fax or telephone to decide on an action. The majority of votes received by mail, e-mail, fax, or telephone shall constitute approval so long as all members of the Board have an opportunity to participate in the vote. Action taken in this manner shall be as effective as action taken at a scheduled meeting, but shall be ratified at the next meeting and such decision reflected in the minutes.

SECTION 6. MINUTES

Minutes of all official board and general meetings will be taken and preserved; one copy will be maintained by the organization and another filed with the Department of Community Services. The minutes will be available to interested persons.

SECTION 7. JOINT ACTIVITIES

At any time the Board of Directors, by majority vote, may elect to join other neighborhood associations for purposes of more comprehensive planning or for any activity which will enhance the efforts or effectiveness of either or both organizations, so long as said activity is within the stated purposes of the organization.

ARTICLE VII: OFFICERS

SECTION 1. DESIGNATION

The Board will elect the following officers: a chair, vice chair, secretary and treasurer, and any other officers as the Board deems necessary at their first Board meeting after the Annual meeting. Any officer may not hold more than one office.

SECTION 2. TERM

Each officer will be elected by the Board for a term of one year and will continue in office until a successor has been elected or appointed. Any officer may resign or be removed by the Board if in

the judgment of the Board, the best interest of the Association will be served. The Board will have the power to fill any vacancy in any office occurring for any reason whatsoever.

SECTION 3. POWERS

Chair - The chair will preside at all general membership, Annual and Board meetings and perform the duties and responsibilities necessary for ensuring the effective functioning of the Association and the Board, including fiscal matters.

Vice Chair - The vice chair will act in behalf of or in the absence of the chair.

Secretary - The secretary will record the minutes of all general membership, Annual and Board meetings and provide the Board with copies of said minutes.

Treasurer - The treasurer will be the custodian of all moneys of the Association, however received, and will keep accurate records of all receipts, expenditures and financial transactions. At the time of each annual general membership meeting, and at such other times as may be requested by the Board, the treasurer will prepare and publish financial statements showing the financial conditions of the association.

ARTICLE IX: COMMITTEES

SECTION 1. STANDING AND SPECIAL COMMITTEES

The Chair or The Board may form committees for any purpose, function, or designated activity so long as such committee action is within the purpose and interest of the Association. Chairs of committees should be members of the Board.

SECTION 2. COMMITTEE PARTICIPATION AT BOARD MEETINGS

The Board will include the chairs of all active committees in the regular and special meetings of the Board where general business is being discussed and will call for a progress report of the committees' activities as appropriate.

SECTION 3. COMMITTEE REPORTS

The Board will receive all committee reports. Official statements of the Faye Wright Neighborhood Association will be authorized by the majority of the Board. Standing committee chairs may make official statements for the Association with the concurrence of the majority of the Board.

ARTICLE X. TRUST AND AGENCY ACCOUNT

This Bylaw concerns Faye Wright Neighborhood Association's use and management of funds provided through the City of Salem's Trust and Agency Account.

Section 1: The Neighborhood Association ("Association") has access to a Trust and Agency Account ("Account") provided and maintained by the City of Salem where donations made to the benefit of the Association may be deposited. The use of these funds is outlined in the Grant Agreement which was approved and executed by the Association's Board of Directors. The Agreement is attached hereto, and

by this reference incorporated herein.

- Section 2:
- a. No later than August 1st of each year, the Association shall provide to the City of Salem a roster of the current Board Members, including their contact information, and minutes from the Association meeting where the election of the Board Members occurred.
 - b. To request funds from the Account, the Association must submit a written request to the City, specifying the use of the funds and how the proposed use complies with the Agreement and the Salem Revised Code as applicable to Neighborhood Associations.
 - c. The written request must be approved by a resolution of the Board, and signed by an authorized representative of the Association. The Board may designate the authorized representative in the resolution, or otherwise provided in these bylaws. Proof of the authorized representative's authority to sign the request must be provided to the City at the same time the request is submitted.
 - d. All receipts must be provided to the City of Salem to account for the expenditure at the time of request or within 30 days after the check is processed. Checks issued by the City of Salem will be made payable to the designee listed on the written request.

ARTICLE XI: BYLAWS

Bylaws of the Association may be amended, repealed, or replaced either in whole or in part by the majority vote in attendance at any annual meeting of general membership. The notice of the Annual Meeting will include a summary of the proposed changes to the bylaws. A complete copy of the bylaws, including the proposed changes, will be posted on the Association website. Copies will also be available at the Annual meeting.