

BYLAWS

North East Salem Community Association

May 17, 2022

ARTICLE I: NAME

The name of this organization shall be the North East Salem Community Association (NESCA).

ARTICLE II: PURPOSE

The purpose of the North East Salem Community Association is to promote, coordinate, and carry out in an orderly fashion all aspects of community planning; to provide maximum citizen participation; and to develop all natural and human resources in promoting the improvement of the livability and environment of the neighborhood.

ARTICLE III: BOUNDARIES OF THE NEIGHBORHOOD

NESCA shall encompass the following city property:

South side of Sunnyview Road NE from Lancaster Drive west to I-5, then south to Market Street NE, then west to the rear lot line of properties on the westerly side of 23rd Street, then south to D Street, then east to 23rd Street, then south to Center Street, then east to the rear lot line of properties on the westerly side of Illinois Avenue and including the Geer Community Park Boundary, then south along Hawthorne Avenue to State Street, east to Lancaster Drive, then north to the starting point. See attached map, dated March 29, 2022.

ARTICLE IV: ROLE OF THE NEIGHBORHOOD

- Section 1. NESCA will be advisory to the City of Salem and other government bodies on matters affecting this community as physically defined in Article III.
- Section 2. NESCA will offer an opportunity to all people residing, working, or having an interest in the community to cooperate in efforts to understand, analyze, and solve neighborhood problems.
- Section 3. NESCA will promote cooperation and democratic action among organizations, agencies, and individuals interested in and responsible for matters affecting the livability of the community.
- Section 4. NESCA will collect and give to agencies, members, and government bodies information concerning community needs and the known resources available for meeting these needs.
- Section 5. NESCA will seek to identify potential community leaders and develop their skills and abilities.

ARTICLE V: MEMBERSHIP

- Section 1. The general membership shall be made up of residents, property owners, and one representative of each business located within NESCA without regard to race, color, sex, age, handicap, religion, ethnic background, sexual orientation, gender identity, national origin, cast, creed, or familial status.

VI: GENERAL MEMBERSHIP MEETING

Section 1. Frequency and Business of the General Membership Meeting

- A. A General Membership Meeting shall be held annually at a time and place determined by majority vote of the Executive Board.
- B. The business of the General Membership Meeting shall include, but is not limited to, the following agenda items:
 - a. Determine the total number of Executive Board Members for the next year, and
 - b. Establish the schedule for regular meetings, and
- C. Election of Executive Board members shall be conducted as described in Article VII. Business items d and e shall be approved by a majority vote of the General Membership at the General Membership Meeting.

ARTICLE VII: EXECUTIVE BOARD

Section 1. Composition and duties of the Executive Board

- A. The Executive Board shall consist of five (5), seven (7), or nine (9) members, including three officers, Chair, Vice Chair, and Secretary/Treasurer.
- B. The total number of Executive Board members shall be determined by the Chair and affirmed by majority vote of the Executive Board at the General Membership Meeting.
- C. The Chair shall direct and supervise the activities of the Executive Board. The Chair shall conduct all meetings of the Executive Board and the General Membership Meeting. The Chair shall be advisory to all committees and shall be responsible for coordinating the actions of those committees. The Chair shall cast a vote only in case of a tie.
- D. The Vice Chair shall perform the duties of the Chair in the Chair's absence or as delegated. The Vice Chair shall also assist the Chair in coordinating the work of the committees and in other special duties as requested by the Chair. The Vice Chair may vote on any matter before the Executive Board, except when acting as the Chair.
- E. The Secretary/Treasurer shall perform the duties of the Chair when the Vice-Chair is unable to do so. The Secretary/Treasurer shall maintain the pertinent records for NESCA. The Secretary/Treasurer shall provide copies of all minutes of the Executive Board and General Membership Meeting, retain a copy of said minutes and any other correspondence for the neighborhood files, and file one copy with the Department of Community Development, City of Salem. The Secretary/Treasurer shall maintain NESCA's financial records. The Secretary/Treasurer may vote on any Executive Board matter, except when acting as Chair in the absence of the Chair and Vice Chair.
- F. Any member of the Executive Board may concurrently serve as the chair or member of a committee, but may only hold one of the officer positions.

Section 2: Election of the Executive Board and Officers

- A. The members of the Executive Board and officers shall be elected at the annual General Membership Meeting by majority vote of the General Membership. Current members of the Executive Board may vote.
- B. All reasonable efforts shall be made to encourage individuals from the various geographic areas of NESCA defined in Article III and representing the community's diverse interests to stand for elected office.

- C. Candidates for the Executive Board shall declare their interest in running for elected office at the General Membership Meeting.
- D. At the discretion of the Chair, and in consultation with the sitting Executive Board, the election of Board Members may be accomplished by voting for each elected office individually or as single slate by show of hands, secret ballot, or any other method that allows for the full and fair participation of the General Membership.
- E. Voting by proxy shall not be allowed.
- F. Election results may be challenged during the General Membership Meeting. The current Executive Board by majority vote may hold another election at the General Membership meeting based on the merits of the challenge to the election results.
- G. New Executive Board members and officers shall assume their positions and responsibilities upon the adjournment of the General Membership Meeting.
- H. The term of office for Board Members shall be for one year beginning with their election at the General Membership Meeting.

Section 3: Removal and Resignation of Executive Board Members and Officers

- A. Executive Board members may resign by submitting a written notice to the Chair at any time during their term.
- B. The Chair may resign by submitting a letter to the Vice Chair.
- C. The Chair or Vice Chair shall declare a vacancy in the Executive Board after three (3) unexcused absences within the one-year term of any Executive Board member recorded in the officially adopted minutes, including the Chair. An unexcused absence shall be recorded by the Secretary/Treasurer when any Executive Board member fails to notify the Chair, Vice Chair, or Secretary/Treasurer of their absence before the beginning of a regularly-scheduled or appropriately-noticed special meeting.
- D. The Executive Board may remove an individual member of the Executive Board by a simple majority vote at a noticed meeting. Any member of the Executive Board may move to remove a member from the Executive Board. To remove a member, the Executive Board must find that the member advocated, supported, or took part in an action that violates a law or regulatory requirement; harassed or threatened others; made verbal or written agreements, committed funds, or took any other action to represent NESCA without prior authorization by the Executive Board; used their affiliation with NESCA for personal benefit; or when the Executive Board deems that removal of the member is in the best interest of NESCA. The Executive Board must present evidence of the member's violation of this article at the meeting and offer the member an opportunity to refute the presented evidence. Any person removed from the Executive Board for cause will not be allowed to serve on the Executive Board or any NESCA committee for one calendar year.
- E. Vacancies on the Executive Board shall be filled by appointment by the Chair and affirmed by majority vote of the Executive Board. An appointed member of the Executive Board shall hold the office until the next General Membership Meeting or until the Executive Board member resigns or is removed under the procedures described in this section.
- F. Upon resignation or removal of the Chair, the Vice Chair shall assume the role of Chair through the remainder of the Chair's regular term and shall appoint a Vice Chair to serve for the same period. The Vice Chair shall be confirmed by a majority vote of the Executive Board. Any vacancies on the

Executive Board resulting from the appointment of the Vice Chair or other officer shall be filled in the same manner as Vice Chair.

- Section 4. Meetings of the Executive Board
- A. Meetings of the Executive Board shall be held monthly or at such times as may be determined by majority vote of the Executive Board.
 - B. Special meetings may be called by the Chair or, in their absence, the Vice Chair.
 - C. Regular meetings of the Executive Board shall be open to the General Membership and general public.
 - D. The Chair may restrict attendance at regular meetings to the General Membership and members of the public invited by the Chair with a majority vote of the Executive Board. Any person who is unable or unwilling to state their name and how they meet the criteria for inclusion in the General Membership in Article V(1), shall be asked to leave the meeting.
 - E. The Chair may call a special meeting of the Executive Board at any time. Special meetings are open only to the General Membership. The Chair may invite members of the General Public to attend a special meeting.
 - F. Notification to all Board Members of the time, place, and purpose of regular and special meetings of the Executive Board shall be publicly posted 10 calendar days prior to such meetings.
 - G. Three (3), five (5), or seven (7) members of the Executive Board shall constitute a quorum for the transaction of business depending on the total number of Executive Board members selected in Article VII(1)(B).
 - H. Meetings shall be conducted using Robert's Rules of Order or other agreed-upon format as determined by the Executive Board.
 - I. When Executive Board action is required prior to a regularly-scheduled meeting, the Executive Board may submit for vote by mail, e-mail, fax, telephone, or in any other agreed-to manner to decide on an action. The majority of votes received shall constitute approval so long as all members of the Executive 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. Results of the vote shall be tallied and reported at the next regular board meeting and recorded in the official meeting minutes by the Secretary/Treasurer.
 - J. In considering business, the Executive Board shall allow and consider testimony from the present General Membership. The Chair may uniformly limit the total time any one individual may provide testimony in order to allow time for all those present to speak or in the interest of time.
 - K. The Chair may choose to allow and consider testimony from the general public.
 - L. The Chair may call for a non-binding straw vote of the General Membership in order to guide the Executive Board's decision-making process. The general public may not participate in a straw vote.
 - M. A majority vote of the Executive Board shall be required to establish a budget or expend funds; set and pursue civic engagement goals or other goals and priorities; plan, establish, or participate in community events; write letters of support or opposition; and take an official position or lobby on any topic.
 - N. At the Chair's discretion, agenda items may be placed on a consent calendar and approved with a unanimous vote of the present members of the Executive Board without discussion. All items on the consent calendar must be noted on the posted meeting agenda. Should the consent calendar not be approved unanimously each item shall be discussed and voted on separately.

- O. There shall be no voting by proxy.
- P. Minutes shall be taken by the Secretary/Treasurer, or individual designated by the Chair in their absence. The minutes shall include the names of Board Members and others present, summary notes on all discussions and presentations, and record all decisions of the Executive Board.
- Q. The minutes of the Executive Board meetings shall be available to the General Membership before the next Executive Board meeting and shall be reviewed, amended as necessary, and adopted by a majority vote of the Executive Board at the next regularly-scheduled meeting.

ARTICLE VIII: COMMITTEES OF THE ASSOCIATION

The Executive Board shall maintain standing committees for Land Use and Transportation. The Chair may create Ad Hoc committees and appoint committee chairs as needed to carry out such activities as may be necessary to accomplish NESCA's purpose as described in Articles II and IV. The Chair may appoint persons not meeting the requirements of Article V, Membership to any committee or to serve as a committee chair. Persons not meeting the requirements of Article V, Membership may not vote on neighborhood business or serve as a member of the Executive Board. Any actions recommended by standing and Ad Hoc committees must be approved by the Executive Board prior to any action being taken as described in Article VII, Section 4.

ARTICLE IX. TRUST AND AGENCY ACCOUNT

This Bylaw concerns North East Salem Community 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 X: BYLAW AMENDMENTS

With the exception of Articles III and IX, any Executive Board Member may recommend that the bylaws be amended by providing a complete draft of the amendment to the Chair who shall schedule a review of the proposal for the next regularly-scheduled Executive Board or special meeting. The Chair shall distribute the draft of the amendment within ten (10) calendar days of the meeting, and the amendment of the bylaws shall be listed on the meeting agenda. Members of the Executive Board may propose additional amendments to the bylaws at the meeting. The Executive Board shall decide by majority vote whether to approve the amended bylaws for a vote by the General Membership. The amended bylaws may be adopted by a majority vote of the present General Membership immediately at the meeting where the amendments were considered by the Executive Board or at a subsequent meeting within 90 days of the Executive Board approving the proposed amendment(s).