

BYLAWS
SOUTH GATEWAY NEIGHBORHOOD ASSOCIATION
November 2008

ARTICLE I: NAME

The name of this organization shall be the South Gateway Neighborhood Association, hereinafter referred to as SGNA.

ARTICLE II: AREA

Section 1

The boundaries of the area represented by SGNA shall begin at the intersection of Liberty Road SE and Kuebler Boulevard SE, thence south along the center line of Liberty Road to the city limits, thence east along the southern city limits to its intersection with the centerline of I-5, thence north along the centerline of I-5 to the intersection with Kuebler Boulevard, thence west along the centerline of Kuebler Boulevard to the point of beginning. All areas of the South Gateway Neighborhood Association shall be inside Salem's city limits.

Should any other Neighborhood Association be approved with the above boundaries, the area of the Neighborhood shall be decreased accordingly. The above area shall be hereinafter referred to as the South Gateway Neighborhood.

Section 2

The boundaries of the area represented by SGNA may be changed at any time by a majority vote of the general membership at a duly constituted general membership meeting.

ARTICLE III: PURPOSE

Section 1

SGNA shall serve in an advisory capacity to the several decision-making bodies of the City of Salem, including but not limited to the Planning Commission and the City Council, on matters affecting or relating directly or indirectly but not limited to the growth, development, redevelopment, safety, crime prevention, and maintenance of the Neighborhood. SGNA shall also reserve the right to represent the general membership on any issue which involves a government or private entity that has activities or jurisdiction over this area.

Section 2

SGNA may formulate and develop plans and proposals including but not limited to growth, development, redevelopment, and maintenance of the Neighborhood with particular emphasis on land use, zoning, parks, open space, recreation programs, bike paths, housing, schools and community facilities and programs, traffic patterns, transportation, public highways, safety and crime prevention.

Section 3

SGNA shall concern itself with comprehensive planning of the South Gateway Neighborhood Association, and the Salem urban and rural areas as deemed necessary.

ARTICLE IV: MEMBERSHIP

Section 1

The general membership of SGNA shall be open to all residents, property owners, and one representative of each business or non profit located within the boundaries of the SGNA area. No person may have more than one vote.

Section 2

A voting member of the general membership shall be at least 18 years of age.

Section 3

Each general member who signs the attendance roster shall have one vote at a general membership meeting for each vacant position and there shall be no voting by proxy.

ARTICLE V: BOARD OF DIRECTORS

Section 1

The Board of Directors shall be composed of not more than twenty-one (21) members of the general membership and will strive to be geographically representative of the Neighborhood.

Section 2

All members elected to the Board of Directors at the annual general membership meeting shall serve a term of two years. The members will elect no more than 53% of the Board of Directors per year. The remainder of the Board of Directors will be in the second year of their terms.

Section 3

Board members shall be elected at the annual general membership meeting. Nominations shall be made from the general membership prior to the annual meeting announcement and will be placed in the meeting notice. Nominations may be taken from the floor at the annual meeting with consent of the nominee. Elections shall be by a written ballot that lists each nominee along with space for nominations made from the floor. The nominees who receive most votes for number of positions open will be elected to those positions. One vote per vacancy.

Section 4

A vacancy on the Board of Directors shall be filled for the unexpired term by a majority vote of the remaining Directors at any duly constituted meeting of the Board of Directors, or by members present at a general membership meeting.

Section 5

Any Director may be recalled by a two-thirds majority vote of those Directors attending any duly constituted meeting. Any Director who misses three regularly scheduled consecutive monthly meetings, including Board and annual general membership meetings, will automatically vacate his/her position.

Section 6

A Director may resign from his or her term by notifying the Chairperson in writing.

Section 7

Duties of the Board of Directors:

- a. The Board of Directors shall carry out and conduct any and all business as may be necessary to accomplish the purposes of SGNA.
- b. The Board of Directors shall elect the officers of SGNA from among the elected Directors on an annual basis and shall fill any vacancy in any office by majority vote of the Directors at a duly constituted meeting of the Board of Directors.
- c. The Board of Directors shall call at least one general membership meeting a year for the purpose of the election of Directors.

ARTICLE VI: OFFICERS

Section 1

There shall be four (4) positions for officers of SGNA and they shall be Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 2

The officers shall be elected by the Board of Directors and shall serve for one year.

Section 3

An elected officer who has been elected by the Board to fill a vacancy shall serve only the rest of that unexpired term unless reelected at a general membership meeting.

Section 4

Duties of Officers

- a. *Chairperson:* Shall preside over all meetings of the general membership and Board of Directors; shall have general supervisory powers over the activities of SGNA; shall be the primary representative of the Association on Neighborhood business throughout the Salem urban area, and shall be an ex-officio member of all committees of SGNA.
- b. *Vice-Chairperson:* Shall act on behalf of SGNA in the absence of the Chairperson; shall act as Parliamentarian and advise the acting Chairperson on matters of parliamentary procedure and compliance with these bylaws, and shall be an ex-officio member of all committees of SGNA.

- c. *Secretary*: Shall record the minutes of all membership and Board meetings. The Secretary shall provide the Board of Directors with copies of said minutes and attendance sheet, retain a copy for the neighborhood files, and file one copy with the Department of Community Services. The Secretary shall maintain an attendance sheet for each meeting. In the absence of the Chairperson and the Vice-Chairperson, the Secretary shall execute all the powers of the Chairperson.
- d. *Treasurer*: Shall maintain SGNA's financial records and report monthly to the Board of Directors. The Treasurer and the Chairperson shall be the only signatures on SGNA's bank account. In the absence of the Chairperson, Vice-Chairperson and Secretary, the Treasurer shall execute all the powers of the Chairperson.

ARTICLE VII: MEETINGS

Section 1

Meetings of the Board of Directors shall be at the call of the Chairperson at least nine (9) times per year. Reasonable notice shall be given to all Directors.

Section 2

A quorum for a duly constituted meeting of the Board of Directors shall be a majority of the number of Directors then serving.

Section 3

Agendas will be determined by the Chairperson. The Board of Directors may modify an agenda by majority vote. All agendas will contain an item allowing any general member, or their representative, to address the Board within the noticed meeting times, unless extended by majority vote of the Board.

Section 4

There shall be at least one general membership meeting each year, to be held in the Fall. This annual meeting shall be for the election of the Board of Directors and any other business of SGNA properly placed before it.

Section 5

Special meetings of the general membership shall be at the call of the majority of the Board of Directors, the Chairperson, or at the request of at least 210 general members. At least fourteen (14) days notice shall be given of a general membership meeting to members of SGNA at his or her mailing address, and/or by e-mail. Costs associated with special meetings will be paid by the requestor(s) if funding is not available from the City. Special meeting agendas will only consist of item(s) contained in the request for a special meeting presented to the Chairperson with the required signatures. Special meetings can only be called after the SGNA Board has met and voted or refused to address the issue.

Section 6

All members of SGNA in attendance at a general membership meeting shall constitute a quorum.

Section 7

In the event of special circumstances, the Board of Directors may submit a vote by email, fax, and/or telephone to decide on an action. A majority vote received by email, fax, and/or telephone shall constitute action on a motion, as long as all members of the Board of Directors have an opportunity to participate in the vote. Any action taken in this manner shall be as effective as action taken at the scheduled meeting and such decision reflected in the minutes of the next Board meeting.

ARTICLE VIII: COMMITTEES

Section 1

Ad hoc committees shall be appointed by the Chairperson as necessary to carry out the business and activities of SGNA.

Section 2

Each committee shall choose its committee Chairperson.

Section 3

A report of each committee meeting shall be made to the Board of Directors either verbally, in writing, or e-mail to all Board members. The committee's report shall be recorded in the minutes of that SGNA meeting.

Section 4

Each committee shall be dissolved by the Chairperson upon completion of its purpose.

Section 5

Each Director shall serve on at least two (2) committees. Each committee shall strive to have no less than two (2) Directors on it at any one time.

Section 6

General Members may serve on each committee at the discretion of the Board Chairperson.

ARTICLE IX: CONDUCT OF MEETINGS

All meetings of SGNA are public and shall be guided by Robert's Rules of Order (Rev.).

ARTICLE X: AMENDMENTS OF BYLAWS AND ADOPTION

The bylaws of SGNA may be amended, repealed, or replaced in whole or in part by a majority vote of the general membership at any constituted general membership meeting so long as written notice of proposals relating to the bylaws is mailed to all members prior to the meeting at which the proposal is to be voted upon.