

# **BYLAWS**

## **SOUTH WEST NEIGHBORS**

Revised June 15, 2020

### **ARTICLE I – NAME**

The name of this organization shall be the South West Association of Neighbors, aka SWAN.

### **ARTICLE II– AREA**

The South West Neighbors shall encompass that area bounded by the centerlines beginning on the southern boundary of Fairmont Park where it meets the railroad tracks; east along the southern boundary of Fairmont Park to the northern boundary of City View Cemetery and Pioneer Cemetery to Commercial Street; south along Commercial to Liberty Road; south along Liberty Road to Browning Ave.; west along Browning Ave.; south along Croisan Creek Road, including those properties and street systems that have their principal access to Croisan Creek Road, to Kuebler Blvd.; west on Kuebler Blvd. to the Urban Growth Boundary; northeasterly to include area of Illahe to Homestead Road where, if extended, would intersect with the Urban Growth Boundary; south on Homestead Road to railroad tracks; northeasterly along railroad tracks back to southern boundary of Fairmont Park.

### **ARTICLE III – PURPOSE**

The purpose of this organization shall be exclusively social and civic; to promote, coordinate and implement all aspects of community planning through neighborhood participation. The neighborhood association shall be advisory to City Council, the Planning Commission and all boards and commissions engaged in community planning on matters affecting the growth and development of the neighborhood. Such advisory communication may involve neighborhood plans and proposals with respect to land use, zoning, parks, open space and recreation, housing, schools and community facilities, transportation, traffic and other factors affecting the livability, social and economic aspect of the neighborhood.

The association shall be nonpartisan and will assist in the dissemination of information on all matters affecting the growth and development of the above described neighborhood.

### **ARTICLE IV – MEMBERSHIP**

- Section 1. The general membership shall be open to residents, property owners or persons engaged in business in this neighborhood who are interested in contributing their time and effort to the objectives of this association.
- Section 2. There shall be no voting by proxy. Each member present of legal age shall be entitled to one vote when there is a quorum of the board, except for votes on expending neighborhood association funds. Votes will be reserved for issues on and made public by the agenda. Executive board members are entitled to one vote at each Executive Board meeting.
- Section 3. Written notice to members may include electronic written notification.

### **ARTICLE V – THE EXECUTIVE BOARD**

- Section 1. Executive Board membership is open to all general members of the South West neighbors. The board shall consist of at least 7 members and be geographically representative of the neighborhoods.
- Section 2. Executive Board members shall be elected by a majority of votes cast at a general membership meeting held annually.
- Section 3. Executive Board members shall serve a two year term.

- Section 4. Whenever a vacancy occurs on the Executive Board, such vacancy shall be filled by majority vote at the next general membership meeting or filled by majority vote at an Executive Board meeting with the approval at the next general meeting. Any member of this Board who shall have unexcused absences from 3 consecutive meetings, regular or specially called, shall be removed from the Board and notified in writing after the 3<sup>rd</sup> consecutive unexcused absence that their position will be vacated at the end of the 4<sup>th</sup> month. Members wishing to be excused must give prior notice to either to the Board Chair or the Board Secretary of their absence.
- Section 5. Board members may be subject to recall by a majority vote of the membership of the association of legal voting age.
- Section 6. Terms of Board members shall be staggered such that of the initial people elected, half shall serve a one year term and half shall serve a two year term.

#### **ARTICLE VI – OFFICERS OF THE EXECUTIVE BOARD**

- Section 1. The officers of the Executive Board shall consist of a Chairperson, Vice Chairperson, Secretary and Treasurer. These last two positions may be filled by the same person.
- Section 2. The officers shall be selected from and elected by the membership of the Executive Board at the first meeting held following the annual general membership meeting. The meeting shall be called to order by the outgoing Chairperson.
- Section 3. Officers of the Executive Board shall serve a two year term.
- Section 4. If the Chairperson resigns, the Vice Chairperson shall become the Chairperson. If there is a vacancy in the office of the Vice Chairperson, or Secretary/Treasurer, it shall be filled by a majority vote of the Executive Board.

#### **ARTICLE VII – DUTIES OF THE OFFICERS OF THE EXECUTIVE BOARD**

- Section 1. Chairperson. The chairperson shall have general supervisory and directional powers of the activities of the Executive Board and the association. He/she shall preside at all meetings of the Executive Board and general membership and shall be an ex-officio member of all committees.
- Section 2. Vice Chairperson. The Vice Chairperson shall execute all the powers of the Chairperson in the absence of the Chairperson.
- Section 3. Secretary. The Secretary shall record the minutes of all membership and Executive Board meetings; one copy shall be maintained by the association and one shall be filed with the Department of Community Services.
- Section 4. Treasurer. The Treasurer shall maintain all funds and assets contributed to or collected by the association and shall account for such funds and assets by keeping a record of all receipts and disbursements.

#### **ARTICLE VIII – DUTIES OF THE EXECUTIVE BOARD**

- Section 1. The Executive Board shall conduct business and take action as may be necessary to accomplish the purposes of the association at their meetings. The Executive Board may set its own meeting schedule but shall hold at least one meeting each month with at least 5 days notice.
- Section 2. When Board action is required prior to a regularly scheduled meeting, the Board of Directors may submit for vote by mail, email, fax, or phone to decide on an action. The majority of votes received by mail, email, fax or phone shall constitute approval so long as all members of the Board have an opportunity to participate in the vote and have responded within 5 days. Action taken in this manner

shall be as effective an action taken at a scheduled meeting but shall be ratified at the next meeting and such decision reflected in the minutes.

- Section 3. At least 50% of the members of the Executive Board shall constitute a quorum for the transaction of business.
- Section 4. Special meetings of the Executive Board, for any purpose/s, may be called by the Chairperson or, if he/she is absent, by the Vice Chairperson, Secretary or Treasurer.
- Section 5. Any decision by the Executive Board may be nullified by a majority vote of all general members of legal voting age.

#### **ARTICLE IX – COMMITTEES**

- Section 1. In order to carry out the work of the association, committees (i.e., land use, transportation, parks, etc.) may be created by a majority vote of the Executive Board.
- Section 2. Committee membership shall consist of all those neighborhood members interested in serving on a particular committee and at least one Executive Board member.
- Section 3. Except in cases where the Executive Board appoints a chairperson for a committee, each committee shall choose its own officers.

#### **ARTICLE X – MEMBERSHIP MEETINGS**

- Section 1. A minimum of one general meeting will be held annually for the election of Executive Board members.
- Section 2. Notification of meetings, etc, will be by email to the list of subscribers. During declared states of emergency, meetings may be held virtually if no other means are suitable or approved.
- Section 3. All meetings of this association shall be conducted in accordance with Robert's Rules of Order.

#### **ARTICLE XI – TRUST AND AGENCY ACCOUNT**

This Bylaw concerns South West Association of Neighbor'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 XII -AMENDMENTS**

- Section 1. These bylaws may be repealed or amended or new bylaws may be adopted by a majority vote at any general membership meeting.
- Section 2. Public notice of the meetings and of the intent to consider amendments to the bylaws shall be provided via email or print media 14 days prior to the meeting.