

BYLAWS OF THE WEST SALEM NEIGHBORHOOD ASSOCIATION

Adopted June 21, 2021

Effective as of November 1, 2021

ARTICLE I: NAME

The name of this organization shall be the West Salem Neighborhood Association.

ARTICLE II: AREA

Section 1 The West Salem Neighborhood Association shall encompass that portion of Salem, west of the Willamette River, within the Urban Growth Boundary as designated by the Salem City Council.

Section 2 The West Salem Neighborhood Association shall share Minto-Brown Island Park an area of common concern with the Central Area Neighborhood Organization, Southwest Association of Neighbors, and South-Central Association of Neighbors. The area encompassing Minto-Brown Island Park shall be defined as the current boundaries as established by the City of Salem.

ARTICLE III: PURPOSE

The West Salem Neighborhood Association shall undertake an advisory role for the Council and all boards and commissions engaged in community planning and development, to involve citizens in local government planning and decision-making that affects their neighborhood and the City as a whole, and to provide a mechanism for citizens, through their neighborhood associations, to provide input to Council on livability and quality of life issues affecting their neighborhood and the City as a whole. The organization will develop neighborhood plans and proposals with respect to land use, zoning, parks, open space and recreation, housing, school and community facilities, transportation and traffic, and other factors affecting livability, social and economic aspects of the West Salem neighborhood.

ARTICLE IV: OFFICIAL RECOGNITION

Section 1 The West Salem Neighborhood Association shall, in order to maintain official recognition, meet the required standards in Salem Revised Code Section 64.280(a)-(b) pertaining to annual meetings for the election of board members, notice of General Meetings, studies, and other activities of the Neighborhood Association, amending bylaws, minutes, and civic involvement goal(s).

Section 2 If the Neighborhood Association is organized as a non-profit corporation, it shall maintain its filings with the Oregon Secretary of State and has maintained its status in good standing.

Section 3 Within sixty days following the Annual General Meeting for board members Annual Meeting, the West Salem Neighborhood Association shall provide the City Manager with evidence of compliance with the standards set forth in SRC 64.280(b). Upon review of compliance, the City Manager will provide notice of continuing recognition of the Neighborhood Association. Upon notice of noncompliance, the Neighborhood Association shall follow the criteria reflected in SRC 64.280(c). If the recognition is suspended, the Neighborhood Association may request reinstatement in accordance with SAR 64.280(d).

ARTICLE V: MEMBERSHIP AND VOTING

Section 1 The General Membership shall be limited to residents, property owners, or persons engaged in business in this community as defined by Article II, Section 1 who are at least 18 years old.

Section 2 Each member who has signed in on the meeting roster shall be entitled to one vote. There shall be no voting by proxy.

Section 3 NOMINATION PROCESS: Nominations for officers will be taken by the Vice-Chair beginning in September each year and will be accepted in person or by email. Nominations will also be accepted on the floor of the Annual Meeting and members may nominate themselves.

Nominees who have indicated their willingness to accept an officer position does not need to be present at the Annual Meeting. Candidates not able to attend may submit a written statement regarding their interest in serving, which shall be read aloud by the Vice-Chair prior to voting for the position for which they are a candidate.

Prior to closing nominations for each position, the Vice-Chair shall confirm all previously submitted nominees who still wish to stand for election and will announce the roster of nominees to the membership. The Vice-Chair will then ask for additional nominations from the floor three times, then close the nomination process.

Section 4 ELECTION PROCESS: The Vice-Chair shall conduct elections starting with the election of the Chair. The Vice-Chair will follow the Nomination Process, read written statements from nominees not in attendance, and then allow attending nominees an opportunity to speak for up to five minutes each to discuss their interest in serving. Then the Vice-Chair shall instruct the Members to cast ballots for the position of Chair. Ballots shall be collected, counted publicly, and results announced. Should no candidate receive a majority of ballots cast, there shall be a runoff between the top two vote-getters and a Chair-elect shall be announced.

Next, the Vice-Chair shall repeat this process for the position of Vice-Chair. Finally, the Vice-Chair shall repeat this process for the positions of Secretary and Treasurer.

Section 5 BALLOTING: Prior to the Annual Meeting, the Secretary shall prepare ballots. Members shall be issued ballots only after signing in and verifying their qualifications as a member. Each Member shall receive a set of ballots to include a first and second ballot for each officer position. These shall each be on separate sheets of paper.

ARTICLE VI: MEETINGS

The Neighborhood Association will make reasonable efforts to notify all residents, property owners, and businesses in the geographic area encompassed by the Neighborhood Association of General Meetings, Special Meetings, studies, and other activities of the Neighborhood Association. The bylaws of the

Neighborhood Association should not be amended to eliminate the aforementioned notification requirements. In cases where it becomes necessary to make a decision on an issue not published on the agenda, and the decision must be made before the next scheduled General Meeting, any statement of that decision should be accompanied with a disclaimer that reads, “The West Salem Neighborhood Association vote on this decision was made only by those in attendance on [meeting date] without prior public agenda notification.”

Section 1 GENERAL MEETINGS: The West Salem Neighborhood Association shall hold a General Membership town hall meeting the third Monday of each month at a location established by the Executive Committee. The General Membership has the authority to make decisions on behalf of the Neighborhood Association for topics on the published agenda.

Section 2 SPECIAL MEETINGS: Special Meetings of the General Membership for any purpose may be called by the elected Officers. Notice of the time and place of any Special Meeting shall be posted for a reasonable period of time but not less than 72 hours prior to such meeting. Notice shall state the purpose of the meeting.

Section 3 EMERGENCY MEETINGS: In times of emergency, as decided by the Chair, a meeting may be called of the Executive Committee. Decisions may be made and a vote taken at that meeting. The decision of the Executive Committee will be brought before the General Membership at its next town hall meeting for ratification.

Section 4 ANNUAL MEETINGS: An Annual Meeting shall be held in October of each year for the purpose of electing Officers and establishing one or more civic involvement goals. For a reasonable period of time in advance of the Annual Meeting, a notice of its time and place will be publicized by posting it.

Section 5 ELECTRONIC MEETINGS: West Salem Neighborhood Association may conduct its meetings by electronic or other remote access as reasonably necessary. The Association shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain accessibility for all members. Any action that could be taken at an in-person meeting may also be taken during a virtual meeting held pursuant to this clause. During a virtual meeting, all reasonable technology must be used to authenticate each individual who attends and accuracy when counting votes. Determination to hold a given meeting as virtual is decided by the Executive Committee.

Section 6 MEETING MINUTES: Minutes of all General, Special, and Emergency Meetings of the Neighborhood Association must be taken and filed with the City Manager.

ARTICLE VII: OFFICERS

Section 1 ELECTION: The General Membership shall elect a Chair, Vice-Chair, Secretary, and Treasurer to perform administrative tasks as necessary. The Officers must meet the membership requirements described in Article V, Section 1. The nominated Chair and Vice-Chair must have attended at least four General Meetings in the year previous to the election.

Officers shall be elected for a one-year term by a majority of those in attendance at the Annual Meeting. Officers’ terms shall commence immediately upon announcement of election results at the Annual Meeting. All records and information of the Association shall be transferred to the newly elected Officers within one week of the Annual Meeting.

Whenever a vacancy of elected Officers occurs, such vacancy shall be filled by a majority vote at the next General Meeting.

Section 2 OFFICER DUTIES:

- a. Chair: The Chair shall have general supervisory and directional powers of the activities of the Executive Committee and the Association. The Chair shall preside at all meetings of the Executive Committee and General Membership and shall be an ex-officio member of all committees.
- b. Vice-Chair: In the absence of the Chair, the Vice-Chair shall execute the powers of the Chair. The Vice-Chair shall recruit candidates for Officer roles and conduct elections at the Annual Meeting in October.
- c. Secretary: The Secretary shall record the minutes of General Membership and Executive Committee meetings and file a copy with the City Manager per SRC 64.280(a)(2). In the event the Secretary is not able to attend a meeting, the Secretary may delegate minute taking to another attendee. Regardless of who takes the minutes, the Secretary must certify all meeting minutes before submitting them to the City Manager. The Secretary shall maintain meeting documentation including attendance logs, sign-in sheets, and other relevant documentation.
- d. Treasurer: The Treasurer shall be the custodian of all financial records and monies of the Association and shall keep accurate records of all receipts, expenditures, and financial transactions of the Association and provide financial statements as needed.

Section 3 CIVIC INVOLVMENT GOALS: After election results are announced, the Chair shall review the goal(s) from the previous year including a summary of results for each adopted goal and lead a discussion with the Membership of potential goals for the upcoming year.

ARTICLE VIII: EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and the Committee Chairs of the Neighborhood Association.

Section 2 The Officers shall be elected by the General Membership at the Annual Meeting.

The Chair will appoint committee chairs who will serve until the next Annual Meeting. All Executive Committee members will serve a one-year term of office.

Section 3 The Executive Committee shall meet if needed to review issues of concern to the neighborhood, develop recommendations to be made before the General Membership, plan agendas for the General Membership meetings, and conduct other business subject to the ratification of the General Membership of the Neighborhood Association.

Section 4 When the Executive Committee votes in session, a quorum of four or more Officers must be present. Any decision which requires a vote must be publicly disclosed by the Executive Committee to the General Membership. At the Chair's discretion, the Executive Committee shall disclose their vote to the General Membership either by:

- a. via electronic public announcement at which time a group of at least five General Members may request a Special Meeting for a re-vote within two business days; or

- b. an oral or written report at the next General Meeting, at which time the General Membership has the power to reject the Executive Committee's decision with a majority re-vote.

ARTICLE IX: COMMITTEES

Section 1 Committees are created and dissolved by the Executive Committee as needed in order to carry out the work of the West Salem Neighborhood Association. The Executive Committee shall create a committee by motion. The Chair shall appoint members and shall appoint the chair of a newly formed committee except as provided in Article IX Section 1(a).

Upon the establishment of an Ethics Committee, the Executive Committee shall appoint its members and shall appoint the chair of a newly formed Ethics Committee.

Section 2 Each committee shall make reports as necessary to the Chair and General Membership.

ARTICLE X: CODE OF CONDUCT

Section 1 Officers and Committee Members must immediately disclose the existence of any conflict of interest. Officers and Committee Members must withdraw from participation in decisions in which they have a material interest.

Section 2 As described in the West Salem Neighborhood Association equity statement, Officers and Committee Members should:

- a. Continually strive to serve the best interests of the Neighborhood Association as a whole, regardless of their personal interests or feelings;
- b. Perform their duties without bias for or against any individuals or groups of individuals.
- c. Act within the boundaries of their authority as defined by the West Salem Neighborhood Association Bylaws; and
- d. Conduct open, fair, and publicized elections.

Section 3 Officers and Committee Members should not:

- a. Advocate or support any action or activity that violates a law or regulatory requirement.
- b. Knowingly misrepresent known facts in any issue surrounding the Neighborhood Association.
- c. Harass, threaten, or attempt to instill fear in any Officer or General Member, in person or via electronic medium.
- d. Make unauthorized promises to the members of the Neighborhood Association, business owners, or to the City of Salem; and
- e. Unauthorized spending of the Neighborhood Association funds or using its funds for personal benefit.

Section 4 Officers and Committee Members who violate Sections 2 and 3 of this Article are deemed to be acting outside the course and scope of their authority. Anyone in violation of Sections 2 and 3 of this Article may be subject to disciplinary action, including, but not limited to:

- a. Removal from committees; and
- b. Removal as an Officer of the Neighborhood Association.

Prior to taking any of the actions described above, the Executive Committee shall appoint an Ethics Committee to investigate the violation. The Ethics Committee shall investigate the violation claim and meet with the Officer or Committee Members accused of the violation. Once the investigation is complete, the Ethics Committee shall present its findings and recommendations to the Executive Committee, excluding the accused Officer or Committee Member, for appropriate action. The Executive Committee shall meet with the accused Officer or Committee Member prior to imposing disciplinary action.

ARTICLE XI: TRUST AND AGENCY ACCOUNT

This Bylaw concerns West Salem 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 Executive Committee. The Agreement is attached hereto, and by this reference incorporated herein.

- a. 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.
- b. The written request must be approved by a resolution of the Executive Committee, and signed by an authorized representative of the Association. The Executive Committee 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.
- c. 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

Amendments to these bylaws may be made after having been presented in writing and discussed at two successive General Meetings followed by a vote of the majority in attendance not to exceed two times per year.