

BYLAWS OF CENTRAL AREA NEIGHBORHOOD DEVELOPMENT ORGANIZATION (CANDO)

August 2017

ARTICLE I NAME

The name of this organization shall be the Central Area Neighborhood Development Organization (CANDO).

ARTICLE II AREA

Section 1 The Central Area Neighborhood Development Organization shall be bounded on the west by the Willamette Slough and River; from the Willamette River, easterly along the extended center line of Market Street NE to one-half block east of Broadway Street NE; thence southward to D Street NE; thence eastward to the center line of Capitol Street NE; thence southward to Mill Creek; thence eastward along Mill Creek to the center line of 12th Street NE; thence southward to the center line of Mission Street SE; thence westerly on Mission to Pringle Creek, and northwesterly on Pringle Creek to the centerline of Liberty Street NE; thence south on Liberty Street to the centerline of Mission Street SE; and thence westerly to Willamette River except to retain the hospital property (tax lot 073W27DB00100) in the Central Area.

Section 2 CANDO shall share Minto-Brown Island Park as an area of common concern with Croisan-Illahe Neighborhood Association, South Central Association of Neighbors, South Salem Neighborhood Association, and West Salem Neighborhood Association. The area encompassing Minto-Brown Island Park shall be defined as the current boundaries established by the Regional Park and Recreation Agency.

ARTICLE III PURPOSE

The Central Area Neighborhood Development Organization shall advise the Planning Commission, the City Council, or any other planning department on matters affecting the growth and development of the area described in Article II, Section 1. CANDO may develop neighborhood plans or proposals with respect to land use, zoning, parks, open space and recreation, housing, school and community facilities, transportation and traffic, and other factors affecting the livability, social and economic aspects of the above-described area that are compatible with the goals of the overall plan already adopted for the Central Salem Development Program area, and consistent with its duties and obligations under SRC 64.250 et seq.

ARTICLE IV MEMBERSHIP

Section 1 The general membership shall consist of those persons 18 or over who are residents, property owners, employees, or persons engaged in business in this area who are interested in contributing their time, resources, money, and effort to CANDO.

Section 2 There shall be no voting by proxy. Each member in good standing shall be entitled to one vote. A member is in good standing who meets the requirements of Section 1 of this Article at the time the vote is taken.

Section 3 The annual meeting of the members of CANDO shall be held at such place as the Board of Directors may designate, on a date to be selected by the Board of Directors. At this meeting, Directors shall be elected to replace those whose terms expire, and there shall be transacted any other proper business which may be brought before the meeting. Ten days prior to the annual meeting, there shall be a notice published in an electronic or print media.

Section 4 Meetings of the members for any purpose may be called at any time by the Chairperson or the Board of Directors, or by 25 members; notice of such meetings to be given in the same manner as notice for annual meetings is given. In addition thereto, such notices shall specify the place, day, and hour of such meetings and the general nature of the business to be transacted.

Section 5 A quorum at a meeting of the members of CANDO shall consist of those members present. A simple majority of those present shall be sufficient to carry an action.

Section 6 At all meetings of the members, every member in good standing shall vote in person. If, before voting begins, a member calls for the election to be by ballot, the election shall be by ballot. Otherwise, election may be by any generally accepted method, e.g., voice vote or unanimous consent. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.

Section 7 Members present at regular Board of Directors' meetings may vote, provided that the meeting agenda adopted by the Board of Directors so stated.

ARTICLE V THE BOARD OF DIRECTORS

Section 1 CANDO's affairs shall be directed by the Board of Directors who are to the extent practicable geographically representative of the neighborhood. The number of Directors of the Organization shall be at least six (6).

Section 2 Each Director shall hold office for a two year term or until his/her successor is elected or appointed and qualified. In the event a vacancy occurs on the Board of Directors, the Board of Directors shall promptly fill such office for the unexpired term thereof. The immediate past chairperson of the organization, unless re-elected a member of the Board, shall be an ex officio member of the Board, with powers to vote on all matters except the election of officers, as long as s/he remains a member in good standing as defined in Article IV, Section 2.

Section 3 The Board of Directors shall hold regular meetings and conduct such business and take such action as may be necessary to accomplish CANDO's purpose. The members of the Board shall be notified at least three days prior to a Board meeting. Directors have a duty to attend

meetings and to notify the Chair when unable to do so. Three consecutive unexcused absences from regular meetings, including Board and annual general membership meetings, will be construed as a resignation from the Board of Directors. A phone call or email to the Chair prior to the meeting constitutes an excused absence.

Section 4 Special meetings of the Board of Directors, for any purpose or purposes, may be called by the Chairperson, or the Vice Chairperson and Secretary/Treasurer. Notice of the time and place of any special Board meeting shall be given to each Board member, either personally or by email, at least three days prior to such meeting. Notice shall state the purpose of the meeting.

Section 5 A quorum at a meeting of the Board of Directors shall consist of those directors present. However, a majority vote of Directors in good standing is required to take any action.

Section 6 The Board of Directors may, under limited circumstances, take action by email, recognizing that email is not suited for the conduct of a deliberative, open, and public process. Email motions may be made by any member. The email motion must be straightforward and concise, i.e., call for an up or down vote. The subject line of the email motion shall begin with the word "Motion." The first line of the body of the email motion shall begin with the words "I move that the board", followed by "approve, authorize, recommend" or other appropriate verb, and a concise description of the proposed action. Email motions do not require a second and may not be amended. The maker of the motion may withdraw it at any time prior to approval. To be counted as a vote, any responding email must clearly indicate support or opposition. The motion fails if, within 2 days, or at the start of the next board or membership meeting – whichever comes first, a majority of board members in good standing have failed to vote in favor of the motion. The maker of the motion shall be deemed to have voted in favor of the motion. Action taken by email vote shall be as effective as an action taken at a regular meeting. The Secretary is responsible for tallying the votes, informing the board of the outcome, reporting the outcome at the next board meeting, and at that time, moving that the board ratify the outcome.

ARTICLE VI OFFICERS

Section 1 The officers shall consist of Chairperson, Vice Chairperson, and Secretary/Treasurer.

Section 2 The officers shall be elected by a majority of the membership of the Board of Directors at a regular meeting of the Board held subsequent to the annual membership meeting.

Section 3 Officers shall serve for a one-year term or until their successors are elected or appointed and qualified.

Section 4 In the event of vacancy in any office, the Board of Directors shall *promptly* fill such office for the unexpired term thereof.

ARTICLE VII DUTIES OF THE OFFICERS

Section 1 Chairperson. The Chairperson shall have general supervisory and directional power of the activities of the Board and CANDO. The Chairperson shall preside at all meetings of the Board and general membership and shall be ex-officio on all committees.

Section 2 Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall execute all the powers of the Chairperson.

Section 3 Secretary/Treasurer. The Secretary/Treasurer shall record the minutes of all membership and Board of Directors' meetings, provide the Board and the Neighborhood Enhancement Division of the City of Salem an electronic copy of said minutes. The Secretary/Treasurer shall also receive and distribute funds at the direction of the Board of Directors, and keep an accounting thereof.

ARTICLE VIII COMMITTEES

Section 1 The Board of Directors may appoint from among its members or among the members of CANDO such committees as in its judgment may be desirable to fulfill CANDO's purpose.

Section 2 The Chairperson of the Board of Directors shall designate committee chairpeople from the membership of the Organization.

Section 3 The Chairperson of the Board of Directors shall appoint any member of CANDO wishing to serve on a committee.

ARTICLE IX AMENDMENTS

Section 1 These Bylaws may be amended or replaced by action taken at any meeting of the Board of Directors, or any meeting called for that purpose; provided, however, that the action of the Board of Directors adopting, repealing, or amending the Bylaws must be approved by a majority of the members of CANDO voting at the meeting held after such action has been taken by said Board of Directors.

Section 2 If amendments of the Bylaws are to be considered at a general meeting, notice of such consideration shall be included in the meeting notice as specified in Article IV, Section 3.

ARTICLE X RULES OF PROCEDURE

CANDO shall be governed by Robert's Rules of Order, excepting as these bylaws may dictate otherwise.