

BYLAWS OF
CENTRAL AREA NEIGHBORHOOD
DEVELOPMENT ORGANIZATION (CAN-DO)
July 2013

ARTICLE I NAME

Section 1 The name of this organization shall be the Central Area Neighborhood Development Organization (CAN-DO).

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 CAN-DO 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

Section 1 The Central Area Neighborhood Development Organization will be advisory to 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. The Organization will 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. This organization will also be responsible for efforts that will help to implement, modify, or eliminate plans or proposals affecting the growth and development of its area.

ARTICLE IV MEMBERSHIP

- Section 1 The general membership shall be open to 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 the objectives of this organization.
- Section 2 There shall be no voting by proxy. Each member in good standing shall be entitled to one vote.
- Section 3 The annual meeting of the members of the Organization 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 the Organization 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 entitled to vote shall vote in person. Such vote may be by voice or by ballot; provided, however, that all elections for Directors must be by ballot upon demand of a member made at any election and before the voting begins. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected.
- Section 7 All meetings of the Board and of General Membership shall be governed by Roberts' Rules of Order, excepting as these bylaws may dictate otherwise.
- Section 8 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 The affairs of the Organization shall be directed by the Board of Directors who are 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 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.

Section 3 The Board of Directors shall hold regular meetings and conduct such business and take such action as may be necessary to accomplish the purpose of the Organization. The members of the Board shall be notified at least three days prior to a Board meeting. Any director may be removed from the Board of Directors following two (2) unexcused absences. An excused absence constitutes a phone call to the Chair.

Section 4 Special meetings of the Board of Directors, for any purpose or purposes, may be called by the Chairperson, or if he/she is absent, by the Vice Chairperson or by the 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.

Section 6 In the event of special circumstances, the Board of Directors may submit for vote by email, telephone or fax to decide on an action, with action to be decided within 24 hours of notice. A majority vote received by email, telephone or fax shall constitute approval of a motion, as long as all members of the Board of Directors have an opportunity to participate in the vote. Action taken in this manner shall be as effective as action taken at a scheduled meeting, but shall be ratified at the next meeting and such decision reflected in the minutes.

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 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 the Organization. He/She 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 and provide the Board with copies of said minutes and shall make available upon request copies of said minutes to any member and shall file a copy with the Department of Community Services of the City of Salem. The Secretary/Treasurer shall also receive and distribute Organization 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 the Organization such committees as in its judgment may be desirable to carry on the functions of the Organization.

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 the Organization wishing to serve on a committee.

Section 4 Minutes shall be taken at each committee meeting and filed with the Department of Community Services of the City of Salem.

ARTICLE IX TRUST AND AGENCY ACCOUNT

This Bylaw concerns Central Area Neighborhood Development Organization 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 IX AMENDMENTS

- Section 1 These Bylaws may be amended or replaced by a vote of a majority of the quorum at any meeting of the Board of Directors, or any meeting of the Organization 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 the organization 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.