

# BYLAWS

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## SOUTH CENTRAL ASSOCIATION OF NEIGHBORS

June 2006

### ARTICLE I: NAME AND GEOGRAPHIC IDENTIFICATION

#### Section 1. NAME

The name of this association shall be the South Central Association of Neighbors (SCAN).

#### Section 2. GEOGRAPHIC IDENTIFICATION

Beginning at the middle of the intersection of Liberty and Mission Streets, and proceeding northerly along the centerline of Liberty Street to Pringle Creek, thence easterly along the centerline of Pringle Creek to Mission Street (except to exclude the hospital property, tax lot 073W27DB00500), thence easterly along the centerline of Mission Street to one lot line west and parallel to the west line of 12th Street, thence southerly along the lot line immediately west and parallel to the west line of 12th Street to the south lines of Vista Avenue, thence westerly along the property lines immediately south and parallel to the south line of Vista Avenue to Commercial Street, thence north along the centerline of Commercial Street to the north property line of City View Cemetery, thence westerly along the north property line of the City View Cemetery to the south property line of Fairmount Hill Park, thence westerly along the south property line of Fairmount Hill Park to the Oregon Electric Railroad tracks, thence northerly along said tracks to a point more or less where the tracks would intersect with Mission Street extended, thence easterly along the centerline of Mission Street to the point of beginning.

#### Section 3. MINTO-BROWN ISLAND PARK

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

### ARTICLE II: PURPOSE

The purpose of SCAN is to influence the future development of the neighborhood and to preserve the liveability and residential nature of the neighborhood. The Association will suggest improvements and changes within the neighborhood and will make recommendations to private entities and public bodies contemplating actions which will affect the neighborhood. The Association will consider and deal with the development of a neighborhood comprehensive plan and problems and proposals with respect to municipal services, social services, transportation, parks, open space, recreation, housing, and school and community facilities.

### ARTICLE III: MEMBERSHIP

## Section 1. COMPOSITION

The general membership shall include residents, property owners and a representative of any established business in the neighborhood.

## Section 2. ANNUAL MEETINGS

Annual meetings of the general membership shall be held in April, May, or June. They shall be held at a time and place specified by the Board of Directors. The general membership shall be notified by public notice at least five (5) days prior to the meeting and notice shall state the purpose of the meetings.

## Section 3. SPECIAL MEETINGS

The special meetings of the general membership may be called at any time as deemed necessary by the Board of Directors. Special meetings may be called to determine consensus on Board action, to discuss problems, or to present information. The general membership shall be notified by mail or public notice at least five (5) days prior to the meeting, and notice shall state the purpose of the meeting.

## Section 4. VOTING

A quorum at a general membership meeting shall consist of those members present. A simple majority of those present shall be sufficient to carry an action. Each member shall be entitled to one (1) vote. There will be no voting by proxy.

# ARTICLE IV: BOARD OF DIRECTORS

## Section 1. COMPOSITION

The Board of Directors shall consist of fifteen to twenty (15-20) members geographically representative of the SCAN area, elected by a simple majority of those present at a general meeting. Board members shall serve two-year terms and may be reelected for two (2) consecutive terms.

## Section 2. DUTIES

The Board of Directors shall conduct such business and take such action as may be necessary to accomplish the purposes of the association and shall consider member complaints and questions.

## Section 3. VACANCIES

Whenever a vacancy occurs on the Board of Directors, such vacancy shall be filled by a Board appointment and approved by the general membership at the next general meeting. A member of this Board who is absent from three (3) consecutive Board meetings without being excused, shall be presumed to have resigned. Reinstatement may, at the discretion of the Board, be granted upon written petition of the Board member.

#### Section 4. MEETINGS

The Board of Directors shall meet at least quarterly. A simple majority of the Board shall constitute a quorum. A simple majority of those present will be required to carry an action.

#### Section 5. SPECIAL MEETINGS

- (a) Special meetings of the Board of Directors, for any purpose or purposes, may be called by the President, or if the President is absent by the Vice-President, or by a majority of the Board. Notice of the time and place of any special Board meeting shall be given to each Board member, either personally or by mail, at least twenty-four (24) hours prior to the meeting. Notice shall state the purpose of the meeting.
- (b) When Board action is required prior to a regularly scheduled meeting, the Board of Directors may submit for vote by mail, e-mail, fax, or telephone to decide on an action. The majority of votes received by mail, e-mail, fax, or telephone shall constitute approval so long as all members of the Board 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 V: OFFICERS AND DUTIES

#### Section 1. OFFICERS

The officers shall consist of a President, Vice-President, Secretary, and Treasurer. The officers shall be elected by the members of the Board from the membership of the Board. Officers shall serve for a one-year term and may succeed themselves.

#### Section 2. DUTIES OF THE OFFICERS

- (a) *President:* The President shall have general supervisory and directional powers of the activities of the Board and the Association. The President shall preside at all meetings of the Board and general membership and shall be an ex-officio member of all committees.
- (b) *Vice-President:* In the absence of the President, the Vice-President shall execute the powers of the President. At other times the Vice-President shall assist the President in fulfilling the duties of the President.
- (c) *Secretary:* The Secretary shall record minutes of the general membership and Board of Directors meetings and see that the Board members are provided with copies of the minutes. The Secretary shall file minutes of general membership meetings and Board of Directors meetings with the City of Salem.
- (d) *Treasurer:* The Treasurer shall be custodian of all monies of the corporation and shall keep accurate records of all receipts, expenditures, and financial transactions of the corporation. The Treasurer shall deposit all funds of the corporation in a reliable bank or other depository to be designated by the Board of Directors and shall keep such bank accounts in the name

of the corporation.

## ARTICLE VI: COMMITTEES

### Section 1. CREATION

In order to carry out the work of the Association, committees may be created by a majority vote of the Board members present at a Board of Directors meeting.

### Section 2. MEMBERSHIP

Committee membership shall consist of Association members interested in serving on a particular committee.

### Section 3. OFFICERS

The President of the Board shall appoint the coordinator of each committee from the membership of the Board. Each committee shall elect its own secretary. The secretary of each committee shall present a written copy of the minutes of the committee meetings to the coordinator of that committee who shall file the minutes with the Secretary of the Board of Directors.

## ARTICLE VII: BYLAW AMENDMENTS

### Section 1. AMENDMENTS

These bylaws may be repealed or amended or new bylaws may be adopted by a majority vote at any general membership meeting. Written notice of the meeting and of the proposed bylaw changes must be forwarded to all members at least ten (10) days prior to the meeting.

### Section 2. RECORDING OF AMENDMENTS

Whenever an amendment or a new bylaw is adopted it shall be copied in the minute book with the original bylaws in its appropriate place. If any bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in said book and place.

*Approved by City Council: October 11, 1977  
Amended: June 1988, June 1999, June 2002, June 2004, June 2006*