

Revised April 2002

Salem Neighborhoods Incorporated
555 Liberty Street SE Rm. #300
Salem Oregon , 97301

Bylaws

Salem Neighborhoods Incorporated

ARTICLE I: PURPOSE

This Corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the articles of incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This corporation's primary purpose shall be #1. To provide and promote opportunities for increasing and improving communications and cooperation within and among neighborhoods and residents in the Salem area through public discussion, community education, and the exchange of information. #2. To encourage and sponsor activities and projects to increase the livability of the physical and social environment of the Salem area.

ARTICLE II: MEMBERS

Section 1. Classes and Dues. There shall be one class of members of this corporation. No dues will be assessed.

Section 2. Qualifications. A member of this corporation must be an organization of neighbors recognized by the City of Salem by authorization of Chapter 64 of the Salem Revised Code (or its corresponding future provisions). Member organizations must maintain, on file with the secretary, written consent to membership and delegate authorization.

Section 3. Representation and Voting. Member organizations will be represented by a delegate duly appointed by the member organization through a process established by the member organization. Each member delegate shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

Section 4. Termination of membership. Membership may be terminated by the board of directors after giving the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the board, orally or in writing, not less than five days before the effective date of the termination. The decision of the board can be appealed to the membership at the next meeting of the membership or at a special meeting called for the purposes of the appeal. A termination decision made by the Board will suspend all membership rights of the member pending an appeal to the membership. A termination decision made by the Board shall require a vote of two thirds of the membership to reverse. The decision of the Board or two thirds of the membership shall be final and not reviewable by any court.

Section 5. Annual Meeting. The Annual meeting of the membership shall be in April each year.

Section 6. Special meetings. Special meetings of the membership shall be held at the call of the Board of Directors, or by the call of 20 percent of the membership by a demand signed, dated and delivered to the corporations' secretary. Such demand by the members shall describe the purpose for the meeting.

Section 7. Notice of meeting. Notice of all meetings of the members shall be given to each members delegate at the last known address of record, by telephone, first class mail or electronic mail at least 7 days before the meeting. The notice shall include date, time, place and purposes of the meeting.

Section 8. Quorum and Voting. Fifty percent of the membership shall be required to constitute a quorum. A majority vote of the members voting shall be the act of the members, unless these bylaws or the law provide differently.

Section 9. Proxy voting. There shall be no proxy voting.

Section 10. Action by Consent. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a members meeting, may be taken without a meeting if a consent, in writing, setting forth the action to be taken or so taken, shall be signed by all the members delegates.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties. The affairs of the corporation shall be managed by the board of directors.

Section 2. Number. The number of Directors shall vary between a minimum of three and a maximum of nine.

Section 3. Term and election. The term of office for directors shall be one year.

A Director may be reelected without limitation on the number of terms he or she may serve. The Board shall be elected by the members at the annual meeting of the members.

Section 4. Removal. Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

Section 5. Vacancies. Vacancies on the Board of Directors and newly created board positions will be filled by a majority vote of the Directors then on the Board of Directors.

Section 6. Quorum and Action. A quorum at a board meeting shall be a majority of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority of all Directors in office immediately before the meeting begins. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time place, or purpose of these meetings is required.

Section 8. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally, by telephone, e-mail or by first class mail not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or telecommunications, as long as all Directors can hear each other.

Section 10. No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a board meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

ARTICLE IV: COMMITTEES

Section 1. Executive Committee. The Board of Directors may elect an Executive Committee. The Executive Committee shall have the power to make on-going decisions between Board meetings and shall have the power to make financial and budgetary decisions.

Section 2. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise functions of the Board of Directors or may be advisory committees.

Section 3. Composition of Committees Exercising Board Functions. Any committee that exercises any function of the Board of Directors shall be composed of two or more Directors, elected by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, a majority vote of Directors in office at that time.

Section 4. Quorum and Action. A quorum at a Committee meeting exercising Board functions shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 5. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

Section 1. Titles. The officers of this corporation shall be the President and Secretary.

Section 2. Election. The Board of Directors shall elect the President and Secretary to serve one year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 3. Vacancy. A vacancy of the office of President or Secretary shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

Section 4. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees, as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as may be prescribed by the Board of Directors.

Section 5. President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 6. Secretary. The Secretary shall have overall responsibility for all record keeping and all corporate funds. The Secretary shall perform, or cause to be performed, the following duties: (a) official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (e) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (f) disbursement of all funds when proper to do so; (g) making financial reports as to the financial condition of the corporation to the Board of Directors; (h) maintaining current and accurate membership lists; and (i) any other duties as may be prescribed by the Board of Directors.

ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify its officers and directors to the fullest extent allowed by current or future Oregon law.

ARTICLE VII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the membership by a majority vote of members present at any meeting of the membership, if a quorum is present. Prior to the adoption of the amendment, each member shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment. This article in no way shall prevent the implementation of emergency bylaws as per ORS 65 (or its corresponding future provisions).

ADOPTED: _____

SIGNATURE OF CORPORATE OFFICER: _____