

**BYLAWS**  
**HIGHLAND NEIGHBORHOOD ASSOCIATION**  
**May 2013**

ARTICLE I: NAME

The name of this organization shall be the Highland Neighborhood Association.

ARTICLE II: AREA

The northern boundary of the Highland Neighborhood Association begins at the Willamette River at the north city limits line and then follows the city limits line to Salem Parkway; then southwest along the centerline of Salem Parkway to the center line of Cherry Avenue; then south on the center line of Cherry Avenue to Johnson Street, then along Johnson Street east to a point approximately 286 feet east of the center line of Brooks Avenue; then south to the north line of lots on the north side of Hickory Street; then east to the center line of Portland Road. The east boundary is the center line of Portland Road, then southwest to point of intersection of the center lines of Portland Road and Silverton Road; then northeast along the center line of Silverton Road to the Southern Pacific Railroad; then south to the center line of Madison Street. The southern boundary is the center line of Madison Street west to the center line of Broadway; then south to the center line of Jefferson Street; then west on Jefferson to the center line of Commercial Street; then north of Commercial to the center line of South Street; then west on South Street to the Willamette River. The west boundary is the Willamette River.

ARTICLE III: PURPOSE

- Section 1     The purpose of the Association is to promote, coordinate, and carry out in an orderly fashion, all aspects of community planning; to provide and promote maximum citizen participation; and to develop all natural and human resources in promotion of the improvement of the livability and environment of this neighborhood.
- Section 2     This Association shall be non-partisan and non-sectarian; and none of its involvements shall be used for any purpose other than the promotion of the ideas and purposes of the Association.
- Section 3     This Association shall not endorse any candidate for public office.

ARTICLE IV: MEMBERSHIP

- Section 1     The general membership shall be comprised of residents, property owners, and a representative from any established businesses within the area as described in Article II, Section 1.
- Section 2     Each member shall be entitled to one vote at a general meeting. There shall be no voting by proxy.

ARTICLE V: EXECUTIVE COMMITTEE

- Section 1 The Executive Committee shall consist of not less than five (5) nor exceed more than fifteen (15) members. In electing Executive Committee members, the general membership shall strive to select a balanced geographic representation of residents, property owners, and business representatives.
- Section 2
- a. The Chairman shall appoint a committee to nominate members to serve on the Executive Committee.
  - b. Nominations shall be published to all residents at least seven (7) days prior to the election.
- Section 3
- a. The Executive Committee shall be elected by the majority vote of members in attendance at the general meeting in the spring of each year.
  - b. Positions unfilled at, or vacated after the annual meeting may be elected by a majority of members in attendance at any Executive Committee meeting.
- Section 4 Executive Committee members shall serve a two-year term.
- Section 5 The term of an Executive Committee member who missed three (3) consecutive meetings without prior notification may be terminated at the discretion of the Executive Committee.
- Section 6 Vacancies in the Executive Committee shall be filled by the method used in Article V, Sections 2a and 3b.
- Section 7 An Executive Committee member may be removed for cause by a two-thirds vote of the membership present at a general meeting.

ARTICLE VI: DUTIES OF THE EXECUTIVE COMMITTEE

- Section 1 The Executive Committee shall conduct such business and take such action as may be necessary to accomplish the purpose of the Association.
- Section 2 The Executive Committee shall call periodic general membership meetings at a predetermined place and time to be set by the Executive Committee. The general membership is to be notified at least five (5) days prior to such meetings. Notice shall state the purpose of the meetings.
- Section 3 There shall be at least one general membership meeting each year during the spring. The purpose of the annual meeting is to elect new members to the Executive Committee and for reports of the work of committees and of the Executive Committee.

- Section 4 General meetings may be called by petition of any five (5) members of the general membership (general membership as defined in Article IV, Section 1).
- Section 5 The Executive Committee shall meet at least six (6) times per fiscal year. Special meetings of the Executive Committee, for any purpose, may be called by the Chairman, or if (s)he is absent, by the Vice Chairman, or by the Secretary. Notice of the time and place of any special committee meeting shall be given to each Committee member either personally or by mail, or electronically, at least five (5) days prior to such meeting. Notice shall state the purpose of the meeting.
- Section 6 A majority of the current Executive Committee members shall constitute a quorum.
- Section 7 Any decision by the Executive Committee may be nullified by a majority vote of all members present at the next general meeting.
- Section 8 In the event of special circumstances, the Executive Committee may submit for vote by mail, e-mail, telephone or fax to decide on an action. A majority vote received by mail, e-mail, telephone or fax shall constitute approval of a motion, as long as all members of the Executive Committee 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 VII: OFFICERS OF THE EXECUTIVE COMMITTEE

- Section 1 The officers shall consist of a Chairman or Co-Chairs, Vice Chairman or Co-Chair, Secretary and Treasurer. One individual may hold the Secretary and Treasurer position.
- Section 2 The officers shall be nominated by the members of the Executive Committee.
- Section 3 Officers of the Executive Committee shall be selected from and elected by the membership of the Executive Committee at a meeting held not more than thirty-one (31) days following the election of members of the Executive Committee.
- Section 4 Officers shall be elected for a one (1) year term.
- Section 5 A vacancy in an office for any reason shall be filled by a majority vote of the remaining members of the Executive Committee providing a five-day notice of such election has been given to all members of the Executive Committee.

#### ARTICLE VIII: DUTIES OF THE OFFICERS OF THE EXECUTIVE BOARD

- Section 1 Chairman - The Chairman shall preside at all meetings of the Executive Committee and general membership and shall be ex officio member of all committees.

- Section 2     Vice Chairman - In the absence of the Chairman, the Vice Chairman shall execute all powers of the Chairman.
- Section 3     Secretary - The Secretary shall record the minutes of all general membership meetings and of the Executive Committee meetings, provide the Executive Committee with copies of said minutes, and file them with the Department of Community Services.
- Section 4     Treasurer - The Treasurer shall account for all funds and assets collected by the Highland Neighborhood Association by keeping a record of all receipts and disbursements.

**ARTICLE IX: COMMITTEES**

- Section 1     In order to carry out the work of the Association, committees may be created by a majority vote of the Executive Committee members present.
- Section 2     Committee membership shall consist of all those general members interested in serving on any or all committees.
- Section 3     The Chairman of the Executive Committee shall appoint a temporary committee chairman from the membership. Each committee shall then elect its own permanent chairman and secretary.
- Section 4     The secretary of each committee shall present a written, approved copy of the minutes of the committee meetings to the chairman of the committee, who shall file the written copy with the Executive Committee Secretary and the Neighborhood Counselor.

**ARTICLE X: PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, Newly Revised, shall govern the procedure of the Association when procedures are not covered in the Bylaws.

**ARTICLE X TRUST AND AGENCY ACCOUNT**

This Bylaw concerns Highland 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 Board of Directors. The Agreement is attached hereto, and by this reference incorporated herein.
- Section 2     a. No later than August 1<sup>st</sup> 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 XI: AMENDMENTS

The Bylaws may be repealed or amended, or new Bylaws may be adopted, by a majority vote of any general meeting. Written notice of the meeting and of the proposed Bylaw changes shall be forwarded to all members, by mail or electronically, at least five (5) days prior to the meeting.