

BYLAWS
North East Salem Community Association
December 2020

ARTICLE I: NAME

The name of this organization shall be the North East Salem Community Association (NESCA).

ARTICLE II: PURPOSE

The purpose of the North East Salem Community Association is to promote, coordinate, and carry out in an orderly fashion, all aspects of community planning; to provide maximum citizen participation; and to develop all natural and human resources in promoting the improvement of the livability and environment of the neighborhood.

ARTICLE III: BOUNDARIES OF THE NEIGHBORHOOD

NESCA shall encompass the following city property:

South side of Sunnyview Road NE from Lancaster Drive west to I-5, then south to Market Street NE, then west to the rear lot line of properties on the westerly side of 23rd Street, then south to D Street, east to Park Avenue, south to Center Street, east to the rear lot line of properties on the westerly side of Illinois Avenue and including the Geer Community Park Boundary, then south along Hawthorne Avenue to State Street, east to Lancaster Drive, then north to the starting point.

ARTICLE IV: ROLE OF THE NEIGHBORHOOD

- Section 1. NESCA will be advisory to the City of Salem and other government bodies on matters affecting this community as physically defined in Article III.
- Section 2. NESCA will offer an opportunity to all people residing, working, or having an interest in the community to cooperate in efforts to understand, analyze, and solve neighborhood problems.
- Section 3. NESCA will promote cooperation and democratic action among organizations, agencies, and individuals interested in and responsible for matters affecting the livability of the community.
- Section 4. NESCA will collect and give to agencies, members, and government bodies information concerning community needs and the known resources available for meeting these needs.
- Section 5. NESCA will seek to identify potential community leaders and develop their qualities of leadership for community betterment.

ARTICLE V: MEMBERSHIP

Section 1. The general membership shall be made up of residents, property owners, and one representative of each business located within NESCA without regard to race, color, sex, age, handicap, religion, ethnic background, sexual orientation, gender identity, national origin, or familial status.

ARTICLE VI: GENERAL MEMBERSHIP MEETING

Section 1. Frequency and Business of the General Membership Meeting

- A. A General Membership Meeting shall be held annually at a time and place determined by majority vote of the Executive Board.
- B. The business of the General Membership Meeting shall include, but is not limited to, the following:
 - a. Election of the Executive Board and officers, and
 - b. Adoption of annual goals in fulfillment of SRC 64.280(b)(5)., and, at the discretion of the Chairperson in consultation with the sitting Executive Board,
 - c. Proposed annual budget or other pertinent planning documents.
- C. Election of Executive Board members shall be conducted as described in Article VII. Business items b and c shall be approved through a majority vote of the General Membership at the General Membership Meeting.

ARTICLE VII: EXECUTIVE BOARD

Section 1. Composition and duties of the Executive Board

- A. The Executive Board shall consist of five members, including three officers, Chairman, Vice Chairman, and Secretary/Treasurer.
- B. The Chairperson shall direct and supervise the activities of the Executive Board. He/She shall preside at all meetings of the Executive Board and the General Membership meetings. He/She shall be advisory to all committees and shall be responsible for coordinating the actions of those committees. He/She shall cast a vote only in case of a tie.
- C. The Vice Chairperson shall perform the duties of the Chairperson, in his/her absence and/or as delegated. The Vice Chairperson shall also assist the Chairperson in coordinating the work of the committees, or other special duties as requested by the Chairperson. He/She may vote on any matter before the Executive Board, except when acting as Chairperson.
- D. The Secretary/Treasurer shall maintain the pertinent records of the Association. The Secretary/Treasurer shall provide copies of all minutes of the Executive Board and General membership meetings, retain a copy of said minutes and any other pertinent correspondence for the neighborhood files, and file one copy with the Department of Community Development, City of Salem. The Secretary/Treasurer shall maintain NESCA's financial records. He/She may vote on any Executive Board matter, except when acting as Chair in the absence of the Chairperson and Vice Chairperson.
- E. Any member of the Executive Board may concurrently serve as the chair or member of a committee.

Section 2: Election of the Executive Board and Officers

- A. The members of the Executive Board and officers shall be elected at the annual General Membership Meeting by majority vote of the General Membership. All reasonable efforts shall be made to encourage individuals from the various geographic areas of NESCA defined in Article III and representing the community's diverse interests to stand for elected office.
- B. The term of office for Board Members shall be for one year beginning with their election at the General Membership Meeting.
- C. The Chairperson may serve no more than three consecutive one-year terms. In the circumstance that at the end of the third term of the current Chairperson that a new Chairperson is not elected, the term of the current Chairperson may be extended by three month intervals by majority vote of the Executive Board for a period not to exceed one year.
- D. Candidates for the Executive Board shall declare their interest in running for elected office at the General Membership Meeting.
- E. At the discretion of the Chairperson, and in consultation with the Executive Board, the election of Board Members may be accomplished by voting for each elected office individually or as single slate by show of hands, secret ballot, or any other method that allows for the full and fair participation of the general membership.
- F. Voting by proxy shall not be allowed.
- G. 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 e-mail 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. Results of the vote shall be tallied and reported at the General Membership Meeting and recorded in the official meeting minutes by the Secretary/Treasurer.
- H. Election results must be challenged during the General Membership Meeting. A new election may be held upon the majority vote of the current Executive Board.
- I. New Executive Board Members and officers shall assume their positions and responsibilities upon the adjournment of the General Membership Meeting.

Section 3: Removal and Resignation of Executive Board Members and Officers

- A. Board Members may resign by submitting a written notice to the Chairperson at any time during their term.
- B. The Chairperson may resign by submitting a letter to the Vice Chairperson.
- C. The Chairperson or Vice Chairperson shall declare a vacancy in the Executive Board after three (3) unexcused absences within the one-year term of any Executive Board member recorded in the officially adopted minutes, including the Chairperson. An unexcused absence shall be recorded by the Secretary/Treasurer when any Executive Board member fails to notify the Chairperson, Vice Chairperson, or Secretary/Treasurer of his or her absence before the beginning of a regularly scheduled or appropriately noticed special meeting.
- D. Executive Board members may be removed for cause if three members of the Executive Board vote to do so. The Executive Board member must be present for the vote and have the opportunity to respond to the reasons given for his/her removal.

- E. Vacancies on Executive Board shall be filled by appointment by the Chairperson and affirmed by majority vote of the Executive Board. An appointed member of the Executive Board shall hold the office until the next regular general membership meeting or until he/she resigns or is removed under the procedure described in this Section.
- F. Upon resignation or removal of the Chairperson, the Vice Chairperson shall assume the role of Chairperson through the remainder of the Chairperson's regular term and shall appoint a Vice Chairperson to serve for the same period. The Vice Chairperson shall be confirmed by a majority vote of the Executive Board. Any vacancies on the Executive Board resulting from the appointment of the Vice Chairperson or other officer shall be filled in the same manner as Vice Chairperson.

Section 4. Meetings of the Executive Board

- A. Meetings of the Executive Board shall be held monthly or at such times as may be determined by majority vote of the Executive Board.
- B. Special meetings may be called by the Chairperson or, in his/her absence, the Vice Chairperson.
- C. Regular and special meetings of the Executive Board shall be open to the General Membership and general public.
- D. Notification to all Board Members of the time, place, and purpose of regular and special meetings of the Executive Board shall be publicly posted prior to such meetings.
- E. Three (3) of the Executive Board Members shall constitute a quorum for the transaction of business.
- F. Meetings shall be conducted using Robert's Rules of Order or other agreed-upon format as determined by the Executive Board.
- G. In considering business, the Executive Board shall allow and consider testimony from the present General Membership. The Chair may uniformly limit the total time any one individual may provide testimony in order to allow time for all those present to speak or in the interest of time.
- H. At the Chairperson's discretion, he/she may call for a non-binding straw vote of the General Membership in order to guide the Executive Board's decision-making process. The general public may provide testimony but may not participate in a straw vote.
- I. A majority vote of the Executive Board shall be required to establish a budget or expend funds; set and pursue civic engagement goals or other goals and priorities; plan, establish, or participate in community events; write letters of support or opposition; and take an official position or lobby on any topic.
- J. At his/her discretion, agenda items deemed by the Chairperson to be non-controversial, including meeting minutes or any other item noted in subparagraph I of this Section, may be placed on a consent calendar and approved with a unanimous vote of the present members of the Executive Board without discussion. All items on the consent calendar must be noted on the posted meeting agenda. Should the consent calendar not be approved unanimously each item shall be discussed and voted on separately.
- K. There shall be no voting by proxy.
- L. Minutes shall be taken by the Secretary/Treasurer, or individual designated by the Chairperson in his/her absence. The minutes shall include the names of Board Members and others present, summary notes on all discussions and presentations, and record all decisions of the Executive Board noted in Section 4(I).

- M. The minutes of the Executive Board meetings shall be available to the General Membership before the next Executive Board meeting and shall be reviewed, amended as necessary, and adopted by a majority vote of the Executive Board at the next regularly scheduled or special meeting.

ARTICLE VIII: COMMITTEES OF THE ASSOCIATION

The Executive Board shall maintain standing committees for Land Use and Transportation. The Chairperson may, at his/her discretion, create Ad Hoc committees and appoint Committee Chairs as needed to carry out such activities as may be necessary to accomplish NESCA's purpose as described in Articles II and IV. Any actions recommended by Ad Hoc committees must be approved by the Executive Board prior to any action being taken as described in Article VII, Section 4.

ARTICLE IX. TRUST AND AGENCY ACCOUNT

This Bylaw concerns North East Salem Community 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 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 X: BYLAW AMENDMENTS

With the exception of articles III and IX, any Board Member may recommend that the bylaws be repealed or amended or new bylaws may be adopted by providing a complete draft of the amendment to the Chairperson who shall schedule a review of the proposal for the next

regularly-scheduled Executive Board meeting. The Chairperson will distribute the draft within 10 calendar days of the meeting and the amendment of the bylaws shall be listed on the meeting agenda. If the complete draft of the amendment is provided to the Chair less than 10 calendar days before the next regularly-scheduled Executive Board meeting or the amendment of the bylaws cannot be included on the next meeting agenda due to scheduling issues, the amendment(s) shall be heard at the subsequent regularly-scheduled or special meeting. Proposed amendments to the bylaws shall be approved for consideration by the General Membership by a majority vote of the Executive Board. Amendments to the bylaws may be adopted by a majority vote of the present General Membership at a general membership meeting called for the purpose of amending the bylaws within 90 days of the Executive Board approving the proposed amendment(s).