

BYLAWS
SOUTHEAST MILL CREEK ASSOCIATION
April 2013

ARTICLE I NAME

The name of this organization shall be the Southeast Mill Creek Association.

ARTICLE II ACTIVITIES AND PURPOSE

The organization shall seek to maintain maximum cooperation and support with the Salem City Council and all of the staff of the various departments within the city and county governments. The goal of the Association is to be recognized by the Salem City Council, the Salem Planning Commission, Council of Governments, and other governmental bodies and members of the community as the official citizen planning agency for the designated neighborhood. This organization shall engage in, but not limited itself to, planning and implementation of such activities as schools, land use and zoning, bikeways, parks and developments of open space, environmental quality, street improvement, transportation and traffic, community services, and other social and economical aspects of the above-described neighborhood and to aid affected property owners with their problems.

ARTICLE III BOUNDARIES OF THE NEIGHBORHOOD

Section 1. The Southeast Mill Creek Association shall encompass the following property:

All the area in the southeast lying within the Urban Growth Boundary south of Mission Street S, east of the center line of 25th Street S and its intersection with Madrona Avenue S, east of the center line of Madrona Avenue and its intersection with the railroad tracks, northeast of the railroad tracks and east of the I-5 freeway.

It shall include properties north of Mission Street S to State Street, west to the Southeast Salem Neighborhood Association boundary, and east to the Urban Growth Boundary that are within the city limits, until such time as is necessary to form their own neighborhood association.

Section 2. At any time the Board, by majority vote, may elect to join other neighborhood planning organizations for the purpose of more comprehensive planning, or for any activity which will enhance the efforts or effectiveness of either or both organizations, so long as said activity is within the stated purposes of the organization.

ARTICLE IV GENERAL MEMBERSHIP

- Section 1. General Membership
The general membership shall be open to residents, property owners, and businesses who are interested in contributing their time and efforts to the objectives of this association.
- Section 2. Annual Meeting
An annual meeting of the general membership shall be held in the Spring of each year. A quorum at an annual meeting shall consist of those members present. There shall be no voting by proxy.
- Section 3. General Meetings
A meeting of the general membership shall be called by a vote of the Board. A quorum at a general meeting shall consist of those members present. There shall be no voting by proxy.

ARTICLE V BOARD OF DIRECTORS

- Section 1 Composition of Board of Directors; Quorum
The business, property, and affairs of this organization shall be managed by a Board of Directors elected by the general membership at the annual meeting, with no more than twelve (12) members, who are geographically representative of the area. A majority of the Board of Directors shall constitute a quorum for any meeting. The act of a majority of the Directors present at a meeting at which a quorum is present shall constitute an act of the Board.
- Section 2. Election of Directors and Term of Office
Elected Directors shall hold office for one year. Nominations may be made from the floor at the annual general membership meeting provided the consent of the nominee shall have been secured. The general membership shall elect the Directors.
- Section 3. Filling Vacancies in the Board
Any vacancy occurring in the Board for any reason shall be filled by an affirmative vote of a majority of the Directors at any annual, regular, or special meeting. Any Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. The general membership shall act on the ratification of all new Board appointments by a majority vote of the members in attendance at the next general membership meeting.

Section 4. Delegation of Powers and Duties
The Board may temporarily delegate all or any of the powers and duties of any officer to any other officer or Director. A majority of the Directors shall have the power to appoint committees.

Section 5. Meeting of the Board
There shall be an annual meeting of the Board. Such meeting shall follow the annual general membership meeting held each spring. Regular meetings shall be held at such times as may be determined by the Board. Special meetings may be called by the operating officer of the Board at any time by notice five (5) days prior to the meeting.

Section 6. Minutes
Minutes of all official board, committee, and general meetings shall be taken and preserved; one copy will be maintained by the organization and another filed with the City of Salem.

ARTICLE VI OFFICERS

Section 1. Designation
The officers of this organization shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer and such other officers as the Board of Directors may, from time to time, designate. At the Board's first meeting following the annual general membership meeting, the Board shall elect a Chairman, a Vice Chairman, a Secretary and a Treasurer from amongst the Board of Directors and such subordinate officers and agents as, in the discretion of the Board, may be deemed necessary. Not more than one office shall be held by the same person. Any officer may be removed by the Board of Directors if he/she misses four Board meetings without being excused by the Chairman. The Board shall have the power to fill any vacancy. The Chairman of the Board of Directors shall be the designated spokesperson for the Association.

Section 2. Term
Each officer shall be elected by the Board of Directors for a term of one year and shall continue in office until a successor has been elected or appointed, as the case may be, and has accepted office.

Section 3. Powers
Each officer shall be empowered to sign or otherwise execute various documents as designated by and deemed proper and necessary by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Standing and Special Committees

- a. The Board of Directors may form committees for any purpose, function, or designated activity so long as such committee action is within the purpose and intent of the organization.
- b. All committees shall be formed, modified, or discontinued by a majority vote of the Board of Directors.
- c. The committee shall choose a chairman and secretary as a minimum number of officers and shall take minutes of each meeting or other important action and shall submit a copy to the Board of Directors and such other persons as the Board may designate.

Section 2. Committee Participation at Board Meetings

The Board of Directors shall include the chairmen of all active committees or their designees in the regular and special meetings of the Board where general business is being discussed, and shall call for a progress report of the committee's activities as appropriate. Committee chairmen, unless otherwise a member of the Board of Directors, shall not have a vote at the meetings of the Board of Directors and shall act in an advisory capacity only.

Section 3. Committee Reports

The Board of Directors shall receive all committee reports. Official statements of the Southeast Mill Creek Association shall be authorized by the general membership or the Board of Directors.

ARTICLE VIII TRUST AND AGENCY ACCOUNT

This Bylaw concerns Southeast Mill Creek 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 IX BYLAWS

Bylaws of the Association may be amended, repealed or replaced, either in whole or in part, by the majority vote in attendance at any general meeting.