

BYLAWS
for
THE SUNNYSLOPE NEIGHBORHOOD ASSOCIATION
May 2013

ARTICLE I: NAME

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

ARTICLE II: BOUNDARIES OF THE NEIGHBORHOOD

SECTION 1. DESCRIPTION

The Sunnyslope Neighborhood Association shall encompass the following city property: From a point of beginning at the intersection of Browning Road S and Liberty Road S, west along the centerline of Browning Road and continuing in a straight line to the proposed Croisan Scenic Way extension; then following the Croisan-Illahe Neighborhood Association boundary in a southerly direction to its intersection with Kuebler Road S ; then west on Kuebler Road S to the Urban Growth Boundary; then south and east along the Urban Growth Boundary to its intersection with Liberty Road S; then north along the centerline of Liberty Road until returning to the point of beginning.

SECTION 2. CHANGES

The boundaries may be altered or changed at any time by a majority vote of the members, but shall constitute a comprehensive unit of the community at all times to include prospective members in the area to be annexed.

SECTION 3. JOINT ACTIVITIES

At any time, the Board of Directors, by majority vote, may elect to join other neighborhood associations for purposes 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 III: PURPOSE

The Sunnyslope Neighborhood Association shall be advisory to all political subdivisions on matters affecting the growth and development of our neighborhoods. The organization will develop neighborhood plans and proposals with respect to land use, zoning, parks, open space and recreation, housing, school and community facilities, transportation and traffic, and other factors affecting the livability, social and economic aspects of the Sunnyslope neighborhood.

ARTICLE IV: MEMBERSHIP

The general membership shall be open to residents, property owners, businesses and persons engaged in business in this community who are interested in contributing their time and effort to the objectives of this association.

ARTICLE V: MEETINGS

An annual meeting of the general membership shall be held in the Spring of each year for the purpose of electing directors. A quorum at an annual meeting shall consist of those members present. There shall be no voting by proxy.

ARTICLE VI: 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 who are business representatives, property owners, or residents of the neighborhood. The Board of Directors shall be composed of preferably not more than fifteen, but up to twenty-five members of the general membership and shall be geographically representative of the neighborhood. No decrease in the number of Directors constituting the Board for a given year shall have the effect of shortening the term of an incumbent Director. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the act of a greater number is required by law. A majority of the Executive Board Members in office at the time of the vote, shall constitute a quorum for the transaction of business.

SECTION 2. ELECTION OF DIRECTORS AND TERM OF OFFICE

Elected Directors shall hold office for two years and until their successors are elected and take office. The terms shall be so arranged so that the terms of not more than one-half plus one of the elected Directors shall expire at the time of the annual meeting of the general membership. A nominating committee of no less than three Board members shall be appointed by the Board.

Nominations for Directors may be sent to this committee by any member of the association. The nominating committee will report the nominations to the annual meeting of the general membership. Nominations may be made from the floor at the annual general membership meeting, provided the consent of the nominee shall have been secured in writing. The general membership shall elect the Directors.

Any Director may be removed from the Board following three (3) unexcused absences. An excused absence constitutes a phone call to the Chair.

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. DELEGATIONS OF POWERS AND DUTIES

For any reason deemed sufficient by the Board, 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 composed of two or more Directors who, to the extent provided in such resolution and permitted by the Oregon Non-Profit Corporation Law, shall have and exercise the authority of the Board of Directors in the management of the corporation.

SECTION 5. MEETING OF THE BOARD

Regular meetings shall be held at such times as may be determined by the Board. Board Members of the Association shall be notified by mail of regular meetings. Special meetings may be called by the Chairperson of the Board at any time by notice given to each Director five days prior to the meeting so called. Special meetings shall be called by the Chairperson upon the written request of three members of the Board.

SECTION 6. MINUTES

Minutes of all official board and general meetings shall be taken and preserved; one copy will be maintained by the organization and another filed with the Department of Community Services.

ARTICLE VII: OFFICERS**SECTION 1. DESIGNATION**

The officers of this organization shall be a Chairperson, a Vice Chairperson, a Secretary, 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 Chairperson, a Vice Chairperson, 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 Chairperson. The Board shall have the power to fill any vacancy in any office occurring for any reason whatsoever.

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 his/her successor has been elected or appointed, as the case may be, and has accepted his/her office.

SECTION 3. POWERS

Each officer shall be empowered to sign or otherwise execute such documents, including checks, as would be necessary and proper in carrying out his/her official duties.

ARTICLE VIII: ACTIVITIES AND PURPOSE

The Association shall seek to maintain maximum cooperation and support with the 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.

ARTICLE IX: COMMITTEES**SECTION 1. STANDING AND SPECIAL COMMITTEES**

The Chairperson or 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 interest of the organization.

SECTION 2. COMMITTEE PARTICIPATION AT BOARD MEETINGS

The Board of Directors shall include the chairpersons of all active committees (or their designee) in the regular and special meetings of the Board where general business is being discussed and shall call for a progress report of the committees' activities as appropriate. Committee chairpersons, unless otherwise members 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 Sunnyslope Neighborhood Association shall be authorized by the general membership or the Board of Directors. Standing committee chairpersons may make official statements for the Association with the concurrence of the Board Chairperson.

ARTICLE X: TRUST AND AGENCY ACCOUNT BYLAWS ADDITION

This Bylaw concerns Sunnyslope 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 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 XI: 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 annual meeting of general membership.