

South East Salem Neighborhood Association Bylaws

November 2013

ARTICLE I NAME	2
ARTICLE II NEIGHBORHOOD	2
ARTICLE III PURPOSE	2
ARTICLE IV MEMBERSHIP	3
ARTICLE V THE EXECUTIVE BOARD	3
ARTICLE VI OFFICERS OF THE EXECUTIVE BOARD	3
ARTICLE VII DUTIES OF THE OFFICERS OF THE EXECUTIVE BOARD	4
ARTICLE VIII EXECUTIVE BOARD PROCEDURES	4
ARTICLE IX COMMITTEES	5
ARTICLE X TRUST AND AGENCY ACCOUNT	5
ARTICLE XI AMENDMENTS	6

ARTICLE I NAME

The name of this organization shall be the Southeast Salem Neighborhood Association, hereafter referred to as SESNA.

ARTICLE II NEIGHBORHOOD

The purview of SESNA as a neighborhood is defined by the City of Salem as a geographical area further specified in § II.1. Geographical Area SESNA as an Association extends this scope to include all people who live or have interests located within SESNA, properties and infrastructure located within SESNA, and events that affect any part of SESNA.

Section 1. Geographical Area – The geographical area encompassed by SESNA shall be bounded as follows: Beginning at the intersection of State and 12th Street, south along 12th Street to Mission; then one lot line west and along the westerly line of lots immediately facing 12th Street south to McGilchrist; then east along McGilchrist to the intersection of McGilchrist and the Southern Pacific Railroad tracks, then southeast along the railroad tracks to the intersection of Madrona and the tracks; then northeast along Madrona to 25th Street; north along 25th to Mission Street; east along Mission to the eastern city limits just past Interstate 5 to State Street; and west along State Street to the beginning.

This area shall furthermore be divided into four sections in the following manner: Mission Street shall first divide the area in half in an approximate east-west direction; 21st Street from State to Mission shall divide the northern portion; 22nd street from Mission to McGilchrist shall divide the southern portion.

Section 2. Area of Interest – The area defined in § II.1 Geographical Area does not exist in a vacuum. Those parts that exist outside the geographical area, but impact life and work in SESNA, are considered areas of interest.

Areas of interest include, but are not limited to: public areas, private properties, people etc. Some areas that have been shown worthy of such designation through past experience are:

- All and any streets bordering SESNA, as those affect access to and traffic within the neighborhood in both volume and safety.

ARTICLE III PURPOSE

The purposes of this organization shall be exclusively civic and social; to promote, coordinate, and implement all aspects of community planning through neighborhood participation and advice to Salem City Council; to provide a vehicle for maximum participation in promoting the livability and environment of the neighborhood; to provide an opportunity for members to participate together in their mutual interests and to promote and coordinate communication among its members and between neighborhood and city government, all of which is not for profit.

Commented [1]: This division bears no relationship to the development pattern. We also make no use whatsoever of this division.

Commented [2]: This division seems only to serve as geographical vocabulary when communicating about parts of SESNA. Do you know if these divisions were set by the City of Salem? If not; I propose to remove that paragraph.

I'll inquire with our oldest members.

This association shall be nonpartisan and will assist in the dissemination of information on all matters affecting the growth and development of the above-described neighborhood,

Commented [3]: and Neighborhood Area of Interest.

Commented [4]: This should be resolved by how neighborhood has been redefined by the changes to ARTICLE II.

ARTICLE IV MEMBERSHIP

Section 1. The general membership shall be open to all residents including property owners, renters, and sole appointed representatives of businesses in this neighborhood who are interested in contributing their time and effort to the objectives of this Association.

Commented [5]: Not a defined term, should not be capitalized; referred to as an "organization" in all other places.

Section 2. Each member shall be entitled to one vote. The chairperson shall only vote to resolve a tie vote.

Commented [6]: Actually, this is used in other places and very extensively in ARTICLE X. Presumably X has been added on the city's request. Maybe even written by the city, and then added to this document without aligning the terminology.

ARTICLE V THE EXECUTIVE BOARD

Section 1. Unless noted otherwise, decisions by the board will be made through majority vote.

Commented [7]: There are currently no expectations of board members other than not being absent from four or more consecutive meetings. This might be a good place to add some.

Section 2. The Executive Board shall consist of between five (5) and fifteen (15) board members (including officers), five (5) of which are geographically representative of the neighborhood. The actual number of members shall be determined by a resolution of the Board.

Commented [8]: This has not happened in the 10 years I've been involved.

Commented [9]: This is very vague. Could be related to the four sections, but then why 5?

Section 3. Board members shall be elected by a majority of votes cast by the general membership at the annual meeting held in the fall of each year. When applicable, interest groups within the neighborhood shall have appropriate executive board representation.

Shall we venture to remove, redefine or try to comply?

Commented [10]: within or affecting

Section 4. All elected board members shall serve a one-year term.

Section 5. Vacancies on the Board shall be filled by a majority vote of the Board members and shall be ratified by a majority vote by the membership present at the next general membership meeting. The term of office for the Board member filling a vacancy shall be until the next annual meeting.

Board members who absent themselves from four consecutive meetings may be removed by the board.

Commented [11]: This and Section 6 can go together as "removal of Board members". Doesn't belong as part of Section 5.

Commented [12]: Agreed

Section 6. Board members may be subject to recall at a general membership meeting. Such vote shall be scheduled as an agenda item at a general meeting of the Association.

ARTICLE VI OFFICERS OF THE EXECUTIVE BOARD

Section 1. The officers of the Executive Board shall consist of a chair, Vice-Chair, Secretary and Treasurer. The responsibilities of Secretary and Treasurer can be upheld by the same person, who will be known as Secretary-Treasurer. Board meetings will be conducted in a business-like manner.

Commented [13]: We can amend this to allow for a separate Sec and Treas, or a combined.

Commented [14]: Agreed.

Section 2. The officers of the Executive Board shall be selected from and elected by the membership of the Executive Board.

Section 3. The officers of the Executive Board shall serve for a one-year term, but may not serve as an officer for more than three consecutive terms. An exception to this section may be allowed by vote of the general membership.

Commented [15]: Perhaps wise to revise to "in the same office"?

Commented [16]: This is probably to prevent abuse where somebody could keep a powerful position indefinitely when unopposed. We could add an exception for changing offices, but this is already covered in the next line where exceptions are votable. So the suggested change seems unnecessary.

ARTICLE VII DUTIES OF THE OFFICERS OF THE EXECUTIVE BOARD

Section 1. Chair – The Chair shall preside at all meetings of the Board and general membership, shall be ex-officio member of all committees, and have any other powers and duties as determined by the board.

Commented [17]: We split up the responsibilities once held exclusively by committees up into committees and projects. Maybe we should add projects here?

Section 2. Vice Chair – The Vice Chair shall perform all duties such as the Chair shall direct, and in the absence of the Chair the Vice-Chair shall perform all duties of the Chair.

Section 3. Secretary – The Secretary-Treasurer shall record the minutes of all general membership and Executive Board meetings, shall be responsible for all written minutes and correspondence directly related to the business of SESNA, shall provide copies of minutes to the Department of Community Services and shall retain copies for the neighborhood files.

Commented [18]: Needs correction

Section 4. Treasurer – The Treasurer shall account for such funds and assets contributed to or collected by SESNA by keeping a record of all receipts and disbursements.

ARTICLE VIII EXECUTIVE BOARD PROCEDURES

Section 1. The Executive Board shall call regular general membership meetings and executive board meetings at a predetermined date and time, plus a place and/or online collaborative services, to be set by the Executive Board.

Commented [19]: This was originally missing 'date'.

Commented [20]: Unless 'place' also implies remote solutions, I think this rewrite is necessary.

The general membership is to be notified of all regular general membership meeting dates, times, locations and online collaborative services through the city provided communication channels.

Commented [21]: The term "online collaborative services" comes from the wikipedia article on "Web conferencing". As a broader term, it seemed more appropriate.

Alternatively: 'remote conferencing solution' also covers the load, is even more broadly formulated to include non-internet based solutions, but has no official precedent as an expression.

Section 2. The Executive Board shall conduct such business and take such action as may be necessary to accomplish the purposes of SESNA.

Commented [22]: No such thing.

Commented [23]: I tried to fix this.

Section 3. A majority of the Executive Board members shall constitute a quorum for the transaction of business. A majority of the members of the Executive Board in attendance at any regular or special meeting shall, in the presence of a quorum, decide its action.

Section 4. Special meetings of the Executive Board may be called by the Chair or by a majority of the Board of Directors. Notice of the time and place of any special board meeting shall be given to each board member at least three days prior to such meeting. Notice shall state the purpose of the meeting.

Commented [24]: This has not been defined anywhere else.

Section 5 Special action voting. The Executive Board may submit for vote by email, telephone or any other expedient and reasonably secure communication technology adopted by the Executive Board to decide on an action. The majority of votes received are valid as 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, but shall be ratified at the next meeting and such decision reflected in the minutes.

- Commented [25]:** I would like to scrap this. Having to process votes by snail mail would seriously slow down the proceedings while increasing the necessary effort.
- Commented [26]:** or other technology adopted by the Board
- Commented [27]:** Agreed.
- Commented [28]:** Superfluous enumeration

Section 6. Any decision by the Executive Board may be subject to approval by a majority vote of all general members present at a general membership meeting.

ARTICLE IX COMMITTEES AND PROJECT GROUPS

Section 1. Committees and project groups may be created to carry out the work of this association. Such committees may be established by the Chair, subject to approval of the Executive Board by a majority vote, or by a majority vote at a general membership meeting.

Section 2. Committee and project group membership shall be open to those neighborhood members interested in serving on a particular committee.

Commented [29]: and interest groups?

Section 3. Each committee shall choose its own officers.

Section 4. The chair of each committee shall serve as a special nonvoting member of the Executive Board.

Commented [30]: if not already a member of the EB? How do we ensure their voices are heard?

Section 5. The Secretary of each committee may present a written copy of the minutes of the committee meeting to the Chair of the committee, who may file the written copy with the Executive Board Secretary for distribution to the rest of the Executive Board for their approval and with the Department of Community Services.

- Commented [31]:** I don't think this happens.
- Commented [32]:** Maybe switch to "may"
- Commented [33]:** I've done as requested and changed the language away from imperative.
- Commented [34]:** We could delete this section as a whole and not see our operations affected as none of the committees seem to function on this level. But maybe the text will be useful in the future.

ARTICLE X TRUST AND AGENCY ACCOUNT

This Bylaw concerns SESNA'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.

- Commented [35]:** I don't have a copy.
- Commented [36]:** I was unable to find any clues in the archive. I'll ask around.
- Commented [37]:** The attachment was retrieved by Kirk from Irma and distributed in the same folder as this document.

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 AMENDMENTS

These bylaws may be repealed or amended or new bylaws may be adopted by a two-thirds majority vote cast at the annual membership meeting to be set by the Board. **Published** notice of the meeting and of the proposed bylaw changes shall be forwarded to all members who have signed up to receive notices through SESNA or the City of Salem, and available on both SESNA and city Websites, at least seven days prior to the meeting.

Commented [38]: All 2,400 households and 400+ businesses? That would require a mailer or at least an extremely robust email list.

Commented [39]: Maybe add by all members who have signed up to receive notices through SESNA or the City of Salem. plus notice published on both websites. Also change "written" to "published" notice. Written may imply sending letters.