

**BYLAWS
MORNINGSIDE NEIGHBORHOOD ASSOCIATION
May 2013**

ARTICLE I: NAME AND AREA

Section 1. NAME

The name of this organization shall be the Morningside Neighborhood Association, hereinafter referred to as the Association.

Section 2. AREA

Starting at the intersection of Commercial Street S and the south boundary line of the South Central Association of Neighbors (approximately ½ block south of Vista Avenue), proceeding south along the center line of Commercial Street to its intersection with Kuebler Blvd (at such time as Liberty-Boone votes to include the area between Baxter Road and Kuebler Blvd, east of Commercial to Interstate Highway 5; east along the center line of Kuebler Blvd Interstate Highway 5; north on Interstate Highway 5 to the Southern Pacific Railroad tracks; northwesterly along the Southern Pacific Railroad to McGilchrist Street; west along the center line of McGilchrist to the west lot line of those lots fronting on the west side of 12th Street; south along the west lot line of those lots fronting on the west side of 12th Street to the south boundary of the South Central Association of Neighbors (the south lot line of those lots fronting on the south side of Vista Avenue); west along this boundary to the beginning.

ARTICLE II: PURPOSE

The Association will be advisory to the Planning Commission and to the City Council on matters affecting the growth and development of the neighborhood. The Association will consider 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 neighborhood.

ARTICLE III: MEMBERSHIP

Section 1. COMPOSITION

The general membership shall be open to all residents, property owners, and one representative of each business located in this neighborhood.

Section 2. VOTING

There shall be no voting by proxy. Each Executive Board Member of legal voting age shall be entitled to one vote at any meeting at which that Member signs the register.

Board votes not on meeting nights may be by e-mail, fax, mail, or telephone. All members shall have a chance to participate. A quorum of the whole board is required to approve. Such action must be ratified at the next board meeting.

ARTICLE IV: THE EXECUTIVE BOARD

Section 1. COMPOSITION

The Executive Board, hereinafter referred to as the Board, shall consist of not more than 15 general members who are representative of and geographically distributed throughout the neighborhood, whenever possible.

Section 2. ELECTION

Board members shall be elected by a majority of those of legal voting age in attendance at a general membership meeting in the spring of each calendar year.

Section 3. TERM OF OFFICE

All members elected to the Board shall serve a two-year term, with half of the Board members' terms ending in alternate years.

Section 4. VACANCY

A vacancy on the Executive Board shall be filled for the unexpired term by a majority vote of the remaining members of the Board of legal voting age at a duly constituted meeting of the Board. Any member who is absent from four consecutive meetings, regular or specially called, shall be replaced unless excused by the Board.

Section 5. RESIGNATION

A member of the Board may resign from his or her term by notifying the Chairperson.

Section 6. DUTIES

- a. The Board shall conduct business and take such action as may be necessary to accomplish the purpose of the Association.
- b. Any decision of the Board may be nullified by a majority vote of the members of legal voting age at the next general membership meeting.

ARTICLE V: OFFICERS

Section 1. OFFICERS

The officers shall consist of a Chairperson, Vice-Chairperson and Secretary.

Section 2. ELECTION OF OFFICERS

The officers shall be elected by the membership of the Board of legal voting age from the membership of the Board. Officers shall serve for a one-year term.

Section 3. VACANCY

If the Chairperson resigns, the Vice Chairperson shall become the chairperson. If there is a vacancy in the office Vice Chairperson or Secretary, it shall be filled by a majority vote of the Board of legal voting age.

Section 4. DUTIES OF THE OFFICERS

- a. *Chairperson:* The Chairperson shall preside over all meetings of the general membership and Board; shall have general supervisory powers over the activities of the Association; shall be the primary representative of the Association on business throughout the Salem urban area; and shall be an *ex officio* member of all committees of the Association.
- b. *Vice Chairperson:* In the absence of the Chairperson, the Vice Chairperson shall execute all the powers of the Chairperson.
- c. *Secretary:* The Secretary shall record the minutes of all membership and Board meetings and provide the Board with copies of said minutes, retain a copy for the neighborhood files, and file one copy with the City of Salem. The Secretary shall maintain an attendance list for each meeting. In the absence of the Chairperson and the Vice Chairperson, the Secretary shall execute all the powers of the Chairperson.

ARTICLE VI: COMMITTEES

Section 1. STANDING COMMITTEES

In order to carry out the work of the Association, standing committees (e.g., Land Use, Budget, Transportation) may be created by a majority vote of the Board of legal voting age. Standing committee chairs shall consist of members of the Board. A report of each committee meeting shall be made to the Board for action and reported in the minutes of the Association.

Section 2. AD HOC COMMITTEES

Ad hoc committees shall be appointed by the Chairperson as necessary to carry out the business and activities of the Association. Each committee shall choose its committee chairperson. These committees shall work at the pleasure of the Board and shall report directly to the Board. Ad hoc committees shall be dissolved by the Chairperson upon completion of purpose.

ARTICLE VII: MEETINGS

Section I. BOARD MEETINGS

- a. *Monthly Meetings:* The Board shall meet monthly except when the majority of the Board feels such a meeting is not necessary.
- b. *Special Meetings:* Special meetings of the Board may be called by the Chairperson, or, if he or she is absent, by the Vice Chairperson or by the Secretary. Notice of time and place of any special Board meeting shall be given to each Board member at least 48 hours prior to such meeting. The notice shall state the purpose of the meeting.
- c. *Quorum:* The majority of Board members shall constitute a quorum for the transaction of business.

Section 2. GENERAL MEMBERSHIP MEETINGS

- a. *Annual Meetings:* There shall be at least one general membership meeting each year, to be held in the spring. This annual meeting shall be for the election of board members and any other business of the Association properly before it.
- b. There shall be no voting by proxy. Each member of legal voting age shall be entitled to one vote at any General Meeting at which that member signs the register.

Section 3. CONDUCT OF MEETINGS

All meetings of the Board and of the general membership shall be governed by Roberts Rules of Order.

ARTICLE VIII: Trust and Agency Account Bylaws Addition

This Bylaw concerns Morningside 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 IX: AMENDMENTS

These bylaws may be repealed or amended or new bylaws may be adopted by a majority vote of general members of legal voting age at any general membership meeting.