



WSNA Bylaw Review

List of proposed updates and changes

ADDED a table of contents (ease of reference)

REARRANGED articles and/or sections so they are easier to follow and track. Renumbered sections accordingly.

ARTICLE II: PURPOSE: Edited for clarification purposes. Content did not change.

ARTICLE III: AREA: Added a sentence that recognized that the boundaries of WS may be amended from time to time by Salem City Council.

ARTICLE IV: MEMBERSHIP: Propose the addition of “Associate Memberships,” recognizing students in the seventh grade or higher. The purpose is to encourage younger people to get involved in their community.

ARTICLE V: VOTING, Section 2: Eligibility:

- b.: Added a new statement to clarify voting rights for businesses, schools, churches, and other organizations in WS.
- c.: New statement regarding the voting privileges of Associate Members.

ARTICLE VI: EXECUTIVE COMMITTEE:

- Sections 1, 2, and 3, were rewritten to better reflect the roles of Officers and meetings.
- Section 4. a. was edited from two to ten days, allowing general membership more time to discuss and vote on issues.

ARTICLE IX: MEETINGS: New section added: *Section 7. Political Elections and Candidate Forums*, to address the presentation of candidates to the NA during election years.

ARTICLE X: CODE OF CONDUCT: This is a new ARTICLE for the Bylaws addressing issues of Conflict of Interest, roles and responsibilities of the executive committee, violations, and consequences.

**WEST SALEM NEIGHBORHOOD ASSOCIATION
BYLAWS**

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WEST SALEM NEIGHBORHOOD ASSOCIATION

BYLAWS (draft 05/01/2024)

ARTICLE I: NAME

The name of this organization shall be the West Salem Neighborhood Association (WSNA).

ARTICLE II: PURPOSE

The purpose of the West Salem Neighborhood Association is to advise the City Council, the Planning Commission, or any other planning department on matters affecting the growth and development of the West Salem neighborhood; to help facilitate and involve citizens in local government planning and decision-making regarding the West Salem community; and to provide a mechanism for citizens, collectively through their neighborhood association, to provide input to the Council on livability and quality of life issues affecting West Salem. The WSNA will help 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 livability, social and economic aspects of the West Salem neighborhood.

ARTICLE III: AREA

Section 1. The West Salem Neighborhood Association shall encompass that portion of Salem, west of the Willamette River, within the Urban Growth Boundary as designated by the Salem City Council.

Section 2. In addition, the West Salem Neighborhood Association shall share Minto-Brown Island Park, an area of common concern with the Central Area Neighborhood Organization, Southwest Association of Neighbors, and South-Central Association of Neighbors. The area encompassing Minto-Brown Island Park shall be defined as the current boundaries as established by the City of Salem.

The boundaries of the Association may be amended from time to time by the Salem City Council.

ARTICLE IV: MEMBERSHIP

Section 1. General Membership: The General Membership shall be limited to residents, property owners, or persons engaged in business in this community as defined by Article III, Section 1, and who are at least 18 years of age.

Section 2. Associate Membership: Associate Membership shall be open to all students in the seventh or higher grades who reside within the Association boundaries.

Section 3. Membership Participation: Any General Member may present proposals for action at any General Membership meeting, Board meeting, or to any Board Member.

Section 4. Dues: There shall be no dues or fees for membership. The Association may seek voluntary contributions from members and may conduct fund-raising functions when the Board directs.

ARTICLE V: VOTING

Section 1: Annual Elections:

- a. The General Membership shall elect a Chair, Vice-Chair, Secretary, and Treasurer to perform administrative tasks, as necessary. The Officers must meet the membership requirements described in Article III, Section 1. The nominated Chair and Vice-Chair must have attended at least four General Meetings in the year previous to the election.
- b. Officers shall be elected for a one-year term by a majority of those in attendance at the Annual Meeting. Officers' terms shall commence immediately upon announcement of election results at the Annual Meeting. All records and information of the Association shall be transferred to the newly elected Officers within one week of the Annual Meeting.
- c. Whenever a vacancy of elected Officers occurs, such vacancy shall be filled by a majority vote at the next General Meeting.

Section 2: Eligibility:

- a. Each General Member, as defined by Article IV, Section 1, who is in attendance, and who has registered on the Meeting Roster, shall be entitled to one vote.
- b. There shall be only one voting representative per nonprofit organization, school, church, or business.
- c. Each General Member shall be entitled to vote on issues submitted to the membership and at the Annual Meeting, as long as they meet the requirements for membership and as long as their names and addresses are recorded as being in attendance.
- d. Associate Members shall have no voting privileges.
- e. There shall be no voting by proxy.

Section 3. Nominations:

- a. Nominations for officers begin in August, 60 days prior to the October annual meeting, and close in September, 30 days in advance of the Annual Meeting.
- b. The September General Meeting should be scheduled as close to thirty days prior to the October Annual Meeting as possible.
- c. After the request for nominations is taken at the September General Meeting, all nominations will be closed. The Vice-Chair will vet each nominee to see if they meet the qualifications listed under Article III, Section 1. After vetting each nominee, the Vice-Chair shall create a ballot for the October Annual Meeting.
- d. Nominees who have indicated their willingness to accept an Officer position do not need to be present at the Annual Meeting. Candidates not able to attend may submit a written statement regarding their interest, which will then be read aloud by the Vice-Chair prior to voting.
- e. The results of the voting shall be recorded and posted as part of the minutes.

Section 4: Balloting: Prior to the Annual Meeting, the Vice Chair shall prepare ballots. All attending Members will be issued ballots after registering and verifying their qualifications as a member. Each Member shall receive a set of ballots that include a first and second ballot for each Officer position. All ballots shall be on separate sheets of paper.

Section 5: Election Process: The Vice-Chair shall conduct elections at the October Annual Meeting, beginning with the Chair. The Vice-Chair will follow the nomination process, read any written statements from absent nominees, and recognize attending nominees who wish to speak on their own behalf. The Vice-Chair will instruct members to cast their ballots. Ballots will be collected, counted publicly, and results announced. Should no candidate receive a majority vote, there will be a runoff between the top two candidates and the Officer position named. The Vice-Chair will repeat this process for the position of Vice-Chair, Secretary, and Treasurer.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1. Executive Committee Officers: The Executive Committee of the Neighborhood Association shall consist of four Officers, the Chair, Vice-Chair, Secretary, and Treasurer, and appointed Committee Chairs.

Section 2. Election of Officers and Chairs: Officers shall be elected by the General Membership at the Annual Meeting.

The Chair will appoint Committee Chairs who will serve until the next Annual Meeting. All Executive Committee members will serve a one-year term of office.

Section 3. Executive Committee Meetings: The Executive Committee generally meets monthly in a working session to review issues of concern to the neighborhood, develop recommendations to be made before the General Membership, plan agendas for the General Membership meetings, and to conduct other business subject to the ratification of the General Membership of the Neighborhood Association.

Section 4. Executive Committee Decision Making: When the Executive Committee votes in session, a quorum of four or more Officers must be present. Any decision which requires a vote must be publicly disclosed by the Executive Committee to the General Membership. At the Chair's discretion, the Executive Committee shall disclose their vote to the General Membership either by:

- a. An electronic public announcement, at which time the General Membership may request a Special Meeting for a re-vote within TEN days of the announcement: or
- b. An oral or written report at the next General Meeting, at which time the General Membership has the power to reject the Executive Committee's decision with a majority re-vote.

ARTICLE VII: OFFICER RESPONSIBILITIES

Section 1: Chair: The Chair shall have general supervisory and directional powers of the activities of the Executive Committee and the Association. The Chair shall preside at all meetings of the

Executive Committee and General Membership and shall be an ex-officio member of all committees.

Section 2: Vice-Chair: In the absence of the Chair, the Vice-chair shall execute the powers of the Chair. The Vice-Chair shall recruit candidates for Officer roles and conduct elections at the Annual Meeting in October.

Section 3: Secretary: The Secretary shall record the minutes of General Membership and Executive Committee meetings and file a copy with the City Manager per SRC 64.280(a)(2). In the event the Secretary is not able to attend a meeting, the Secretary may delegate the minute taking to another attendee. Regardless of who takes the minutes, the Secretary must certify all meeting minutes before submitting them to the City Manager. The Secretary shall maintain meeting documentation including attendance logs, sign-in sheets, and other relevant documentation.

Section 4: Treasurer: The Treasurer shall be the custodian of all financial records and monies of the Association and shall keep accurate records of all receipts, expenditures, and financial transactions of the Association and provide financial statements as needed.

VIII: COMMITTEES

Section 1: Committees are created and dissolved by the Executive Committee as needed in order to conduct the work of the West Salem Neighborhood Association. The Executive Committee shall create a committee by motion. The Chair shall appoint members and shall appoint the Chair of a newly formed committee except as provided in Article VII, Section 1(a).

- a. Upon the establishment of an Ethics Committee, the Executive Committee shall appoint its members and shall appoint the chair of a newly formed Ethics Committee.

Section 2: Each committee shall make reports as necessary to the Chair and General Membership.

ARTICLE IX: MEETINGS

The Neighborhood Association will make reasonable efforts to notify all residents, property owners, and businesses in the geographic area encompassed by the Neighborhood Association of General Meetings, Special Meetings, studies, and other activities of the Neighborhood Association. All formal WSNA decisions are voted on by members present at a meeting.

In cases where it becomes necessary to make a decision on an issue not published on the agenda, and the decision must be made before the next scheduled General Meeting, any statement of that decision should be accompanied with a disclaimer that reads, “The West Salem Neighborhood Association vote on this decision was made only by those in attendance on (meeting date) without prior public agenda notification.” Any decision the Executive Committee makes will be presented and approved at the next full meeting.

The by-laws of the Neighborhood Association should not be amended to eliminate the aforementioned notification requirements.

Section 1. General Meetings: The West Salem Neighborhood Association shall hold a General Membership town hall meeting the first Thursday of each month at a location established by the Executive Committee. The General Membership has the authority to make decisions on behalf of the Neighborhood Association for topics on the published agenda.

Section 2. Special Meetings: Special Meetings of the General Membership for any purpose may be called by the elected Officers. Notice of the time and place of any Special Meeting shall be posted for a reasonable period of time, but not less than 72 hours prior to such meeting. Notice shall state the purpose of the meeting.

Section 3. Emergency Meetings: In times of emergency, as decided by the Chair, a meeting may be called of the Executive Committee. Decisions may be made, and a vote taken at that meeting. The decision of the Executive Committee will be brought before the General Membership at its next town hall meeting for ratification.

Section 4. Annual Meetings: An Annual Meeting shall be held in October of each year for the purpose of electing Officers and establishing one or more civic involvement goals. For a reasonable period of time in advance of the Annual Meeting, a notice of its time and place will be publicized by posting it.

Section 5. Electronic Meetings: West Salem Neighborhood Association may conduct its meetings by electronic or other remote access as reasonably necessary. The Association shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain accessibility for all members. Any action that could be taken at an in-person meeting may also be taken during a virtual meeting held pursuant to this clause. During a virtual meeting, all reasonable technology must be used to authenticate each individual who attends and accuracy when counting votes. Determination to hold a given meeting as virtual is decided by the Executive Committee.

Section 6. Meeting Minutes: Minutes of all General, Special, and Emergency Meetings of the Neighborhood Association must be taken and filed with the City Manager.

Section 7. Political Elections and Candidate Forums: The WSNA encourages and welcomes all candidates running for office, to address WSNA's general membership. WSNA may invite candidates, or candidates may request to speak before the WSNA general membership.

To remain equitable and non-partisan, WSNA reserves the right to proactively reach out to all candidates allowing them equal time to represent their position(s). If candidates decline or are unavailable to attend, the remaining candidates retain their opportunity to address the WSNA.

Depending on timing, candidates will be granted an opportunity to address WSNA general membership at either a general meeting, a special candidate forum, or in a questionnaire format.

In a meeting setting, candidates will be given equal time to present prepared comments and respond to questions from WSNA membership. In the event there is not time for a candidate forum to be scheduled, candidates will be asked to respond to a series of selected questions.

Candidates will be given a due date for responses. Extensions on the due date will only be considered on a case-by-case basis and are not guaranteed.

ARTICLE X: CODE OF CONDUCT

Section 1. Conflict of Interest: Officers and Committee Members must immediately disclose the existence of any conflict of interest and must withdraw from participation in decisions in which they have a material interest.

Section 2. Executive Committee Roles and Responsibilities: As described in the West Salem Neighborhood Association equity statement, Officers and Committee Members should:

- a. Continually strive to serve the best interests of the Neighborhood Association as a whole, regardless of their personal interests or feelings.
- b. Perform their duties without bias, for or against any individuals or groups of individuals.
- c. Act within the boundaries of their authority as defined by the West Salem Neighborhood Association Bylaws; and
- d. Conduct open, fair, and publicized elections.

Section 3. Violations of Conduct: Officers and Committee Members should not:

- a. Advocate or support any action or activity that violates a law or regulatory requirement.
- b. Knowingly misrepresent known facts in any issue surrounding the Neighborhood Association.
- c. Harass, threaten, or attempt to instill fear in any Officer or General Member, in person, or via electronic medium.
- d. Make unauthorized promises to the members of the Neighborhood Association, business owners, or to the City of Salem; and
- e. Engage in the unauthorized spending of Neighborhood Association funds or use its funds for personal benefit.

Section 4. Communications:

Any WSNA board member (Officers and Committee Chairs) speaking publicly to the City Council as a representative of the West Salem Neighborhood Association will be required to:

- a. Have their written statement sent to the Chair or Vice-Chair of the WSNA thirty-six (36) to twenty-four (24) hours before they are scheduled to speak for review.
- b. Once the statement is received, the Executive Board will approve or edit the statement in conjunction with current Association Bylaws.

The purpose of this process is to ensure that all board members of the WSNA are following the established Code of Conduct.

If this process is not followed, the WSNA Chair will craft a public statement asserting that the aforementioned statement was not a reflection of the organization's views, nor was it approved by the Neighborhood Association board, and should be viewed as a personal statement of the individual that delivered it.

Section 5. Consequences: Officers and Committee Members who violate Sections 2, 3, and/or 4 of this Article are deemed to be acting outside the course and scope of their authority. Anyone in violation of Sections 2, 3, and 4 of this Article may be subject to disciplinary action, including, but not limited to:

- a. Removal from committees; and
- b. Removal as an Officer of the Neighborhood Association.

Prior to taking any of the actions described above, the Executive Committee shall appoint an Ethics Committee to investigate the violation. The Ethics Committee shall investigate the violation claim and meet with the Officer or Committee Member, for appropriate action. The Executive Committee shall meet with the accused Officer or Committee Member prior to imposing disciplinary action.

ARTICLE XI: TRUST AND AGENCY ACCOUNT

This Bylaw concerns West Salem Neighborhood Association's use and management of funds provided through the City of Salem's Trust and Agency Account.

Section 1. Management of Funds: 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 Executive Committee. The Agreement is attached hereto, and by this reference incorporated herein.

- a. 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.
- b. The written request must be approved by a resolution of the Executive Committee and signed by an authorized representative of the Association. The Executive Committee 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.
- c. 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 designed listed on the written request.

ARTICLE XII: OFFICIAL RECOGNITION

Section 1. Standards of Recognition: The West Salem Neighborhood Association shall, in order to maintain official recognition, meet the required standards in Salem Revised Code Section 64.280(a)(b), pertaining to annual meetings for the election of board members, notice of General Meetings, studies, and other activities of the Neighborhood Association, amending bylaws, minutes, and civic involvement goal(s).

Section 2. Compliance: Within sixty days following the Annual General Meeting for board members, the West Salem Neighborhood Association shall provide the City Manager with evidence of compliance with the standards set forth in SRC 64.280(b). Upon review of compliance,

the City Manager will provide notice of continuing recognition of the Neighborhood Association. Upon notice of noncompliance, the Neighborhood Association shall follow the criteria reflected in SRC 64.280(c). If the recognition is suspended, the Neighborhood Association may request reinstatement in accordance with SAR 64.280(d).

ARTICLE XIII: AMENDMENTS

Amendments to these bylaws may be made after having been presented in writing and discussed at two successive General Meetings followed by a vote of the majority in attendance not to exceed two times per year.

DRAFT