



## ASSOCIATION BYLAWS

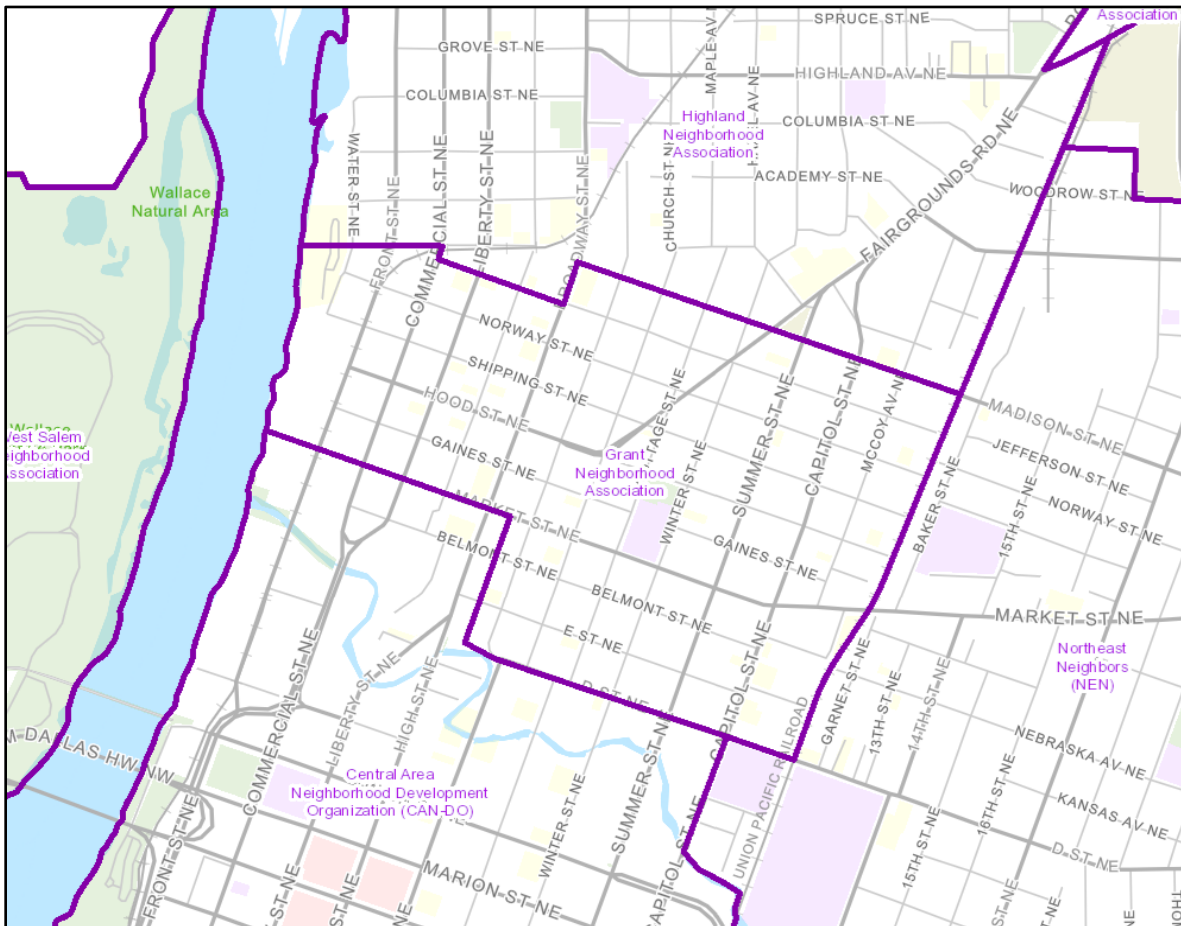
May 2, 2024

### ARTICLE I: NAME

Section 1. The name of this organization shall be the Grant Neighborhood Association (GNA).

### ARTICLE II: AREA

Section 1. The boundaries of the area shall be: on the east, the Union Pacific Railroad tracks; on the south, D Street NE to the alley west of 5th Street NE and north to Market Street NE and west to the Willamette River; on the west, the Willamette River; on the north, South Street NE from the Willamette River east to Commercial Street NE, then jogging to Jefferson Street NE, continuing east to Broadway Street NE, then north to Madison Street NE and on Madison east to the Union Pacific Railroad tracks. GNA is one of three designated Salem Heritage Neighborhoods.



### ARTICLE III: PURPOSE

Section 1. The purpose of the GNA is to act as a liaison between the City of Salem (the City) and Grant neighbors to provide a collective voice, increase civic and community engagement, maintain a welcoming and safe environment, and celebrate the unique character of Grant Neighborhood.

Section 2. GNA shall be non-partisan, non-commercial, non-sectarian, and independent of city government, pursuant to Salem Revised Code 64.285.

### ARTICLE IV: GENERAL MEMBERSHIP

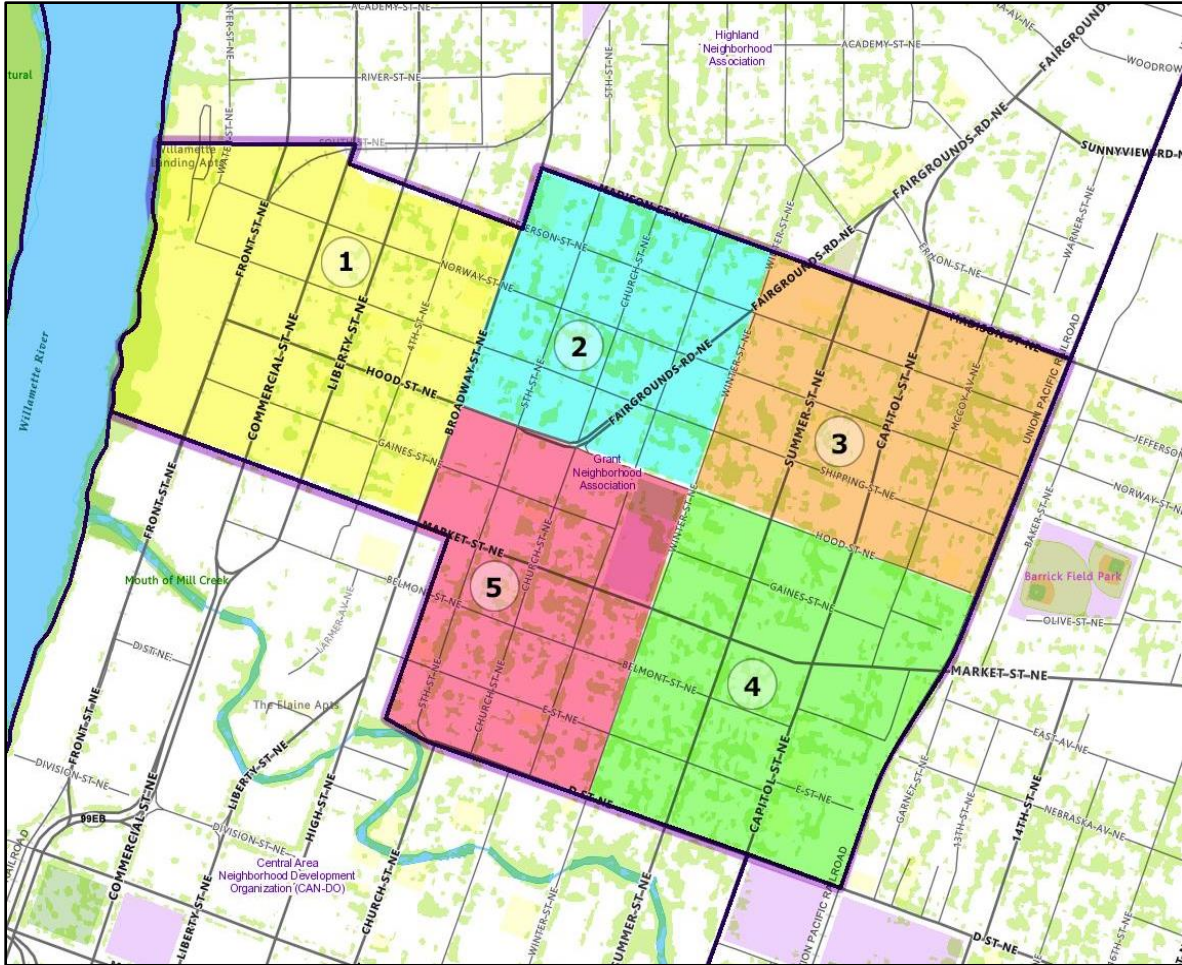
Section 1. General members are legal voting age Grant Neighborhood residents, property owners, up to one business or organization representative per entity, and parents or guardians of children attending Grant School, all of whom are welcome to attend all GNA meetings.

Section 2. General members have an opportunity to vote on GNA business at the annual General Neighborhood Meeting. The Board may call additional General Neighborhood Meetings as needed.

### ARTICLE V: THE BOARD

Section 1. The Board of the GNA shall be elected by majority vote of the general members present at the General Neighborhood Meeting. Terms shall be one year and there shall be no term limit.

Section 2. The Board shall consist of a maximum of fifteen (15) elected Board members who shall be general members of GNA. The Board shall strive to reflect the diversity of Grant neighbors and to have at least one Board member from each of the five geographic areas described and displayed below:



AREA 1 is bounded on the west by the Willamette River, on the north by South Street NE and Jefferson Street NE, on the east by Broadway Street NE and on the south by Market Street NE.

AREA 2 is bounded on the west by Broadway Street NE, on the north by Madison Street NE, on the east by Winter Street NE and on the south by Hood Street NE.

AREA 3 is bounded on the north by Madison Street NE, on the east by the Union Pacific Railroad, on the south by Hood Street NE and on the west by Winter Street NE.

AREA 4 is bounded on the east by the Southern Pacific Railroad, on the south by D Street NE, on the west by Winter Street NE and on the north by Hood Street NE.

AREA 5 is bounded on the north by Hood Street NE, on the east by Winter Street NE, on the south by D Street NE, on the west by the alley west of 5th Street NE as far as Market Street NE, west on Market Street NE to Broadway Street NE, then north on Broadway Street NE to Hood Street NE.

Section 3. The Board shall conduct such business as necessary to accomplish the purpose of GNA. The Board shall meet at least quarterly. With the exception for email voting in Article V, Section 4., the Board may not conduct decision-making business outside of regular meetings. However, information gathering and sharing is allowed so long as the content is captured in the following GNA meeting minutes.

Section 4. Rules of Procedure

- a. The Board shall strive to utilize Robert's Rules of Order excepting as these bylaws may dictate otherwise. A majority vote of the quorum (defined below) is required to take any action. Board members may abstain from voting on any motion without declaring a reason. Abstentions do not affect quorum.
- b. One half of the Board shall constitute a quorum for the transaction of business. Once a quorum has formed, there shall be considered to be a quorum if one or more members leave the GNA meeting. Majority of the quorum is still required to pass the motion.
- c. Any decision by the Board may be nullified by a majority vote of general members present at the General Neighborhood Meeting.
- d. A Board member's absence shall be considered excused if written or verbal notice is given to an officer (defined below) prior to the GNA meeting. Any other absence is unexcused. A Board member may be presumed to have resigned from the Board upon the third unexcused GNA meeting absence within a 12-month period. The Board member may be notified of their resignation by an officer.
- e. The Board may take action by email sent to the entire Board. Email motions may be made by any Board member, require a second, states a deadline, and may not be amended. The motion passes if the majority of the Board votes in favor of the motion. The motion fails if, within a stated deadline, or at the start of the next GNA meeting, whichever comes first, the majority of Board members have failed to vote in favor of the motion.

Section 5. Board Members may be removed by a majority Board vote. The removed Board member may not serve on the Board for one calendar year. Vacant positions may be filled by a majority Board vote.

ARTICLE VI: OFFICERS AND DUTIES

Section 1. Officers- The officers of GNA shall be general members of GNA. Officer positions shall be a Chair, Vice-Chair, Secretary, Land Use Chair, Outreach Chair, Treasurer, and any other position the Board deems necessary. Terms shall be one year and there shall be no term limits. Officers shall be elected by the Board at the first regular meeting after

the General Neighborhood Meeting. Officer vacancies may be filled by a majority Board vote. Any officer position may be shared by two individuals as co-officers if approved by a majority Board vote. Any officer duties may be delegated to other GNA general members.

- Section 2. Chair- The Chair shall be responsible for general supervision and direction of the Board and GNA. The Chair shall preside at all GNA meetings. The Chair shall serve as the default point of contact for GNA business and build GNA meeting agendas. The Chair ensures the submission of evidence of compliance for recognition within the City's neighborhood association program (Salem Revised Code Chapter 64) to the City by their deadlines, including a Board roster and annual civic involvement goals if any are adopted. The Chair shall notify Board members after they have two unexcused absences within a twelve-month period. If the position of Chair becomes vacant, the Vice Chair shall become the Chair.
- Section 3. Vice Chair- The Vice Chair shall assist in the Chair's responsibilities, assume the duties of the Chair in their absence, and perform other duties as delegated by the Board.
- Section 4. Secretary- The Secretary shall record the minutes of each GNA meeting with a goal of sharing draft minutes with the Board in two weeks or less. The Secretary is responsible for tallying votes from all motions and reporting the outcome at the next GNA meeting. Board-approved minutes shall be shared with the City. In the event of the secretary's inability to take minutes, any other Board member may serve as secretary to record and share minutes.
- Section 5. Land Use Chair- The Land Use Chair shall receive land use planning notifications from the City affecting GNA, share relevant information with the Board, and represent GNA in any Board-approved land use related public testimony, written or oral. The Land Use Chair may also connect with the two watershed councils that fall within Grant Neighborhood boundaries: North Santiam and Claggett Creek on relevant land use issues.
- Section 6. Outreach Chair- Outreach Chair shall develop and maintain GNA's relationship with membership and the Salem community by disseminating information about meetings and topics of interest, and fostering participation in GNA activities.
- Section 7. Treasurer- The Treasurer shall track all GNA funds and report balances to the Board by communicating with the City. The Treasurer shall communicate with the Board and the City to report Board volunteer hours that are eligible for City matching funds. The Treasurer shall submit Board-approved requests to the City for funds for Board-approved activities that are eligible to receive communications funds.

## ARTICLE VII: COMMITTEES

Section 1. The Board may appoint or recognize committees from GNA general membership in order to conduct such business as necessary to accomplish the purpose of GNA. Committees may establish their own organization and meeting schedule outside of regular GNA meetings.

Section 2. Committees shall present a written or oral report to the Board to include in GNA meeting minutes.

## ARTICLE VIII: TRUST AND AGENCY ACCOUNT

This Bylaw concerns Grant 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: CHANGES IN BYLAWS

Section 1. These Bylaws may be changed by a majority vote of the general members present at the General Neighborhood Meeting, but only after such change has been published by the Board by electronic or print media at least five days prior to the vote.