

West Keizer Neighborhood Association
BYLAWS (revised August 12, 2019)

A. Name

The name of this organization shall be West Keizer Neighborhood Association (WKNA), referred to as the Association in this document.

B. Area

The area represented by the Association is bounded by the center of River Road on the east, the Willamette River on the west, the Keizer city limits on the south, and Chemawa Road on the north.

C. Purpose

(1) The Association shall provide a local forum where residents may deliberate on issues which are important to them, and will provide a vehicle for communicating residents' views on these issues to the City of Keizer and a vehicle for residents to be involved in local government.

(2) The Association shall provide information to its members through public meetings, a website, social media, or other means. Topics will include public policy, including proposed changes in land-use, transportation, schools, housing and social and economic welfare of members.

(3) The Association shall strive for maximum citizen participation in its promotion of the improvement of the livability and environment of the neighborhood and the community as a whole.

(4) The purpose of the Association shall be to promote, coordinate, implement and advise on all aspects of public policy for the City of Keizer or for any other planning or advisory bodies.

D. Membership

(1) The Association shall be non-partisan, non-commercial, and non-sectarian.

(2) The Association shall not discriminate against or limit membership based on race, ethnicity, age, gender, or any other factor. (3) Any person who resides,

operates a business, or owns property within the boundaries shall be a member with the rights to participate and vote. Any business or private institution within the boundaries may elect to appoint a representative to participate and vote on its behalf.

(4) There shall be no dues, but voluntary contributions may be solicited.

(5) The voting age of members shall be 18. Members under the age of 18 are encouraged to participate in and contribute to Association meetings and activities.

(6) Each eligible member shall be entitled to one vote per voting opportunity; there shall be no voting by proxy. Absentee ballots are allowed. E. The

Association Board of Directors

(1) The Association Board of Directors, referred to as the Board in this document, shall consist of four (4) Directors and three (3) Officers of the Board: President, Vice President, and Secretary. All positions will be for a term of one year.

(2) The Board will name Directors or Association members to liaison with City committees (such as Parks, Planning, Budget) as needed.

(3) The Board of Directors shall be members of the Association and their primary residence or business shall fall within the boundaries of the Association.

(4) A roster of the names and addresses of all Board members shall be filed with the City Recorder by the Association Secretary after the annual general membership meeting and election.

(5) Officers of the Board will be elected by a majority of all members present at the annual general membership meeting of the Association. If no candidate for an office receives a majority of votes cast, there will be a runoff between the two candidates receiving the most votes for that position. Directors shall also be elected at the annual general membership meeting of the Association. The four candidates for Director positions who receive the most votes shall be elected to those positions.

(6) Nominations for all seven (7) positions on the Board may be submitted by the general membership from the floor at the annual general membership meeting.

(7) It shall be prohibited for two members of an immediate family or from the same household to simultaneously serve as Directors or Officers of the Board.

(8) Any individual who may receive direct financial profit from the work of the Association is prohibited from holding office in the Association.

(9) If the President resigns, the Vice President shall become the President and a new Vice President shall be appointed by the Board to serve the remaining term.

(10) A vacancy in any other office will be filled for the remaining term by a

majority vote at the next Board meeting. The Board may, by majority vote, declare a Board position vacant if the member is absent for four (4) consecutive meetings, whether regular meetings or specially-called.

(11) In the event of a temporary absence of a Board member due to health or other reasons, the President shall assign the duties to other Board members or to a designated general member until the Board member returns.

(12) The Board will hold at least one general meeting of the Association per year.

(13) The Board will always strive to accurately represent the best interests of its members when expressing neighborhood opinion, recommendations, and concerns before any public body.

(14) The Board shall participate in City government through input and recommendations on issues brought to it by the City or initiated by the neighborhood itself.

(15) The Board must solicit the participation of all members through newspapers, media coverage, personal contact, flyer distribution, or any other means available to it.

F. Duties of Association Board Officers

(1) The President shall be responsible for the general supervision and direction of the Board and the Association; shall provide a mailing address to the City for all Association business; shall review all mailings of the Board and of all general membership meetings; shall be responsible for an annual report to the City Council; and shall be an ex-officio member of all committees.

(2) The Vice President shall perform all duties of the President in his or her absence and shall perform other duties as assigned by the President.

(3) The Secretary shall record the minutes of all general membership and Board meetings, provide the Board members with copies of said minutes, retain a copy for the Association files, and file one copy with the City Recorder via the neighborhood association link on the city's website; shall keep all records for the Association; and shall be responsible for notification of the date, time, and place of all meetings to the media, general membership, and in the event of a special Board meeting, to the Board members.

(4) Limitation of liability: The civil liability of Directors, Officers, committee members, or employees shall be limited to the fullest extent permitted under the Oregon Nonprofit Corporation Act of 1989.

G. Meetings

- (1) The Board will hold a general meeting on the second Thursday in January each year. General meetings may be called for special issues any other time of the year as the need arises. Notification of general meetings shall be at least seven (7) days and no more than fourteen (14) days prior to the meeting and will be posted in local newspapers.
- (2) The Board will, at a minimum, hold quarterly meetings to conduct Association business. Notification will be given to the general Association at least seven (7) days prior whenever possible. An order of business at all Board meetings will be to determine the date, time, and place of the next meeting and record these in the minutes.
- (3) Special meetings of the Board, for any purposes, may be called by the President, or if absent, by the Vice President. Three (3) days' prior notice of the time and place of any special Board meeting shall be given to each Board member.
- (4) All Board meetings shall be open to the public
- (5) Minutes shall be taken at all Board and general meetings and a copy of the minutes shall be filed with the City Recorder via the neighborhood association link on the city's website.
- (6) Five (5) Board members currently holding office will constitute a quorum for the transaction of business. Once formed, a quorum shall remain if one or more Board members abstain from voting.
- (7) No member of the Board shall take part in a vote where there may be a conflict of interest.
- (8) Any decision made by the Board may be nullified by a majority vote of the members present at the next general meeting.

H. Committees

- (1) Committees may be formed in order to carry out Association work on specific issues or projects.
- (2) The President will appoint a chairperson for the committee and each committee will elect its own secretary.
- (3) A charge will be given to the committee regarding its goals and area of responsibility. This charge will be included in the Board minutes.
- (4) The committee will examine issues, make recommendations to the Board, and carry out actions as directed by the Board.
- (5) The committee shall consist of Association members only.
- (6) The secretary of each committee shall submit a written copy of the minutes of committee meetings to be included with the minutes of the Board meeting.
- (7) The committee chairperson may recruit additional members at any time

to serve on the committee if needed.

I. Amendments

(1) These bylaws may be repealed or amended or new bylaws may be adopted (subject to City ordinance) by a two thirds majority vote at any general membership meeting. Public notice of the date, time, and place of the meeting and of a proposed bylaw change shall be made at least five (5) days and no more than fourteen (14) days prior to the meeting.

(2) The bylaws shall be reviewed by the Board or by a special committee once each year prior to the general meeting to assure that they adhere to the principles and purpose of the Neighborhood Association as follows:

- To represent the greatest number of Association members
- To provide clear and consistent rules guiding Association activities