

BY-LAWS FOR THE HISTORIC DERBY STREET NEIGHBORHOOD ASSOCIATION

Includes all changes from membership vote in September, 2002.
Includes changes from membership vote on November 13, 2017.

Article 1 — Name

1. The name of this organization shall be the Historic Derby Street Neighborhood Association, hereafter referred to in these bylaws as the "Association."

Article 2 — Purpose and Goals

1. The purpose and goals of this Association shall be:
 - a. to develop and encourage a sense of community spirit and neighborhood pride among the residents and businesses of the Derby Street area;
 - b. to improve and beautify the neighborhood through a combination of community cooperation, government support and business participation;
 - c. to honor and celebrate the unique history of the neighborhood and its importance and value to the City of Salem;
 - d. to provide a voice for the neighborhood before city government on issues of importance to the residents; and,
 - e. to work with area businesses to establish the neighborhood as a safer, cleaner, healthier and more attractive place to live and work.

Article 3 — Boundaries

1. While all meetings and functions of the Association are open to the public, for purposes of official business, the boundaries of the Association shall be Hawthorne Boulevard North to Block House Square and Memorial Square and East of Essex Street to the harbor.

Article 4 — Membership

1. Membership shall be open to any person 18 years of age or older who resides within the boundaries of the Association; and attends any meeting of the Association during the calendar year and/or presents his or her name and address to the Recording Secretary.
2. The Association shall have a fiscal year that begins on October 1st of each year.

Article 5 — Dues

1. Membership dues are strictly voluntary. The suggestion donation is \$10.00 per household, per year.
2. Dues will be collected by the treasurer at any meeting of the Association, or at the Annual Meeting.
3. In lieu of dues, members are encouraged to actively participate on the various committees and subcommittees of the Association and to regularly attend scheduled meetings.

Article 6 — Officers

1. The officers of the Association shall consist of two (2) Co-Chairs, a Treasurer, a Recording Secretary and a Communications Officer.
2. The officers must be members in good standing of the Association and must be residents within the boundaries of the Association.
3. No person shall hold more than one office at any time.
4. No person shall hold any elected office in the City of Salem and serve as an officer of the Association.

Article 7 — Nominations

1. At the Annual Meeting, any member may submit his or her name or the name of another member to the membership for consideration as an officer. The individual nominated must be present at the Annual Meeting and must accept the nomination.

Article 8 — Elections and Voting

1. At the Annual Meeting, the election of officers shall be held by written secret ballot.
2. Only members of the Association may vote.
3. Any member wishing to vote in an election or any other matter before the Association for a vote must be a member in good standing for a minimum of one month prior to the vote in accordance with Article 4 of these bylaws, except under the provisions of Section 12.3 of these bylaws.
4. Members will be asked to place their name on the official attendance sheet maintained by the Recording Secretary prior to voting.
5. Elections and all business subject to a vote shall be determined by a simple majority vote of members present and voting, except as set forth in Section 11.4.
6. At the election of either Co-Chair, votes on any other matter before the Association may be taken by voice vote or a show of hands, or in such manner as the Co-Chairs deems appropriate.
7. Any four (4) members may request that any vote be taken by secret ballot on any matter before the Association.

Article 9 — Duties of Officers

1. The Co-Chairs shall share presiding at and conducting all meetings and business of the Association. The Co-Chairs shall appoint the chairperson of all committees whenever appropriate. The Co-Chairs shall be ex officio members of all committees as may be determined by the Co-Chairs.
2. Either Co-Chair shall assist the other Co-Chair in the performance of his or her duties when required or requested.
3. Each officer shall maintain his or her own file of books, records or correspondence and other documents of the Association transactions. Upon termination of each officer's term of office, officers shall transfer all files to their successors.
4. The Co-Chairs are the sole and exclusive spokespersons for the Association on behalf of the Association. No member may speak on behalf of the Association without the direct authorization of the Co-Chairs or the membership.
5. The Treasurer shall be responsible for the receipt, disbursement and accounting of all of the Association funds. All money shall be deposited in a local bank designated by the membership.
 - a. A financial report shall be presented by the Treasurer to the membership at each scheduled meeting of the Association. The financial report shall be incorporated into the minutes of the meeting.
 - b. The Treasurer and either Co-Chair may hold dual signature authority for the purposes of expenditures from the bank account with the approval of the membership.
 - c. Expenditures that may be required for supplies or incidental operating expenses may be withdrawn from the account between meetings without membership authorization upon the approval of a Co-Chair.
 - d. The Treasurer shall maintain all necessary books and records pertaining to membership dues, Association funds and expenditures.
6. The Recording Secretary shall ensure that members are notified of meetings dates, places and times in the form of electronic mail, and shall keep a listing of the membership of the Association.
 - a. The Recording Secretary shall keep the minutes of all meetings. A written report of the minutes of the prior meeting shall be made available to the membership by electronic means and at the next scheduled meeting.
 - b. The Recording Secretary, or other designated substitute, shall keep an accounting of attendance at all meetings.
 - c. The Recording Secretary, with the Communications Officer (7c, below) shall receive and count any vote requiring written secret ballot and shall make the results known to the Co-Chairs who shall announce the results.

7. The Communication Officer shall ensure that the public is notified of meetings dates, places and times in the form of public announcements and/or fliers, posting in public places, and other appropriate means. Announcements of meetings and events shall also be sent to appropriate local newspapers.
 - a. The Communication Officer, or other designated substitute, shall be responsible to publicize each meeting.
 - b. The Communication Officer shall coordinate with appropriate local newspapers to announce and publicize future meetings and agendas, and to share information for publication about past meetings.
 - c. The Communication Officer shall share election duties (6c, above) with the Recording Secretary.
 - d. Unless otherwise designated by the Co-Chairs, the Communication Officer shall be designated to receive all Association mail and notices, including notices from government agencies

Article 10 — Tenure of Office

1. The term of office for all officers shall be for one year, ending at the Annual Meeting with the election of new officers.
2. No officer shall serve in the same office for more than two consecutive one-year terms, unless no other qualified candidate is presented for nomination.
3. To retain office, an officer must be a voting member in good standing residing within the boundaries of the Association for their full term of office.

Article 11 — Vacancies in Office/Removal

1. Any vacancy in any office of the Association, including as the result of an officer's failure to meet the requirements of Article 4, shall be filled by the membership at a designated special meeting called by the officers of the Association, a Special Meeting in lieu of the Annual Meeting or at the next regularly scheduled meeting of the Association.
2. Any officer resigning his or her position shall do so in writing to the Recording Secretary or to one of the Co-Chairs.
3. Any person elected to fill a vacancy shall serve for the remainder of the vacant term, and such term shall not be considered for the purposes of Section 10.2.
4. Any officer may be removed from office for good cause shown by a vote of two-thirds (2/3) of the entire membership at a Special Meeting in lieu of the Annual Meeting. For the purposes of a quorum at such a meeting for this Section only, three-fourths (3/4) of the entire membership must be present.
5. In absence of good cause shown under Section 11.4, no officer shall be removed from office during his or her term of office.

Article 12 — Annual Meeting

1. The Annual Meeting of the Association shall be held at a designated date in the month of November, except as specified in Sections 12.2 and 12.3.
2. A Special Meeting in lieu of the Annual Meeting may be held with the approval of a majority of the membership present and voting at any meeting. The purpose of a Special Meeting in lieu of the Annual Meeting may include the inability to hold an Annual Meeting during the month of November as set forth in this Section.
3. For the purposes of calendar year 1999, all business designated to be conducted at the Annual Meeting under these bylaws may be conducted at the initial meeting of the Association on Monday, May 17, 1999, at 7:00PM, upon adoption of these bylaws, or at such time as the membership shall authorize at that time.
4. Notwithstanding the provisions of Article 10, the tenure of office for all officers elected under the provisions of Section 12.3 shall expire at the Annual Meeting to be held in September, 1999. The initial term of office for any officer elected under Section 12.3 shall not be subject to the provisions of Section 10.2.

Article 13 — Meetings

1. All meetings of the Association shall be held within the boundaries of the Association unless approved in advance by the membership.
2. The Association shall meet at such times and at such intervals as the membership may from time to time determine. The Co-Chairs shall call all meetings of the Association.
3. Any member may request an unscheduled meeting of the Association to conduct business. The request shall be made to either Co-Chair in writing and shall specify the reasons for such unscheduled meeting, and the Co-Chair receiving the request shall consult with the officers to determine if such meeting is required. The Co-Chairs shall make the final determination on the necessity of such unscheduled meetings, or may place such business on the agenda for the next scheduled meeting.
4. All members have the right to speak on any issue before the Association and shall be afforded the opportunity to speak on any such issue. The presiding officer may limit debate on an issue in the interest of time and efficiency, or debate may be limited to a specific time period upon motion of a member approved by a majority of the membership present and voting.
5. A quorum for the conduct of official business of the Association shall be ten (10) members, or such other number as the membership may determine from time to time.