



NSCNA – 2008 Bylaws

You don't have to move to live in a better neighborhood.

We work as a team. We learn, change and improve.
We involve our neighborhood. We make our neighborhood a better place to live, work, shop and play.

**Approve General Membership meeting
3/25/2008**

NORTH SALMON CREEK NEIGHBORHOOD ASSOCIATION BYLAWS

SECTION I: PURPOSE.

The North Salmon Creek Neighborhood Association (North Salmon Creek NA) is organized exclusively for charitable purposes as defined within section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. It was established by a group of community members residing within its boundaries and was created to unite common interests and promote, preserve, and improve the safety, welfare, and quality of life of community stakeholders, residents, neighborhoods, and communities.

The North Salmon Creek NA's board of directors, NA's committees, and community members shall be involved with a variety of issues including, but not limited to, matters which affect the safety, livability, and quality of life of residents, neighborhoods, and/or the community.

SECTION II: BOUNDARY

The North Salmon Creek NA boundary was reconfigured by the Clark County in March 2006, as depicted on the map (Exhibit A). The geographic area contained within the North Salmon Creek NA's boundary is described below as two separate polygons:

Polygon 1 -- North of Salmon Creek and East of NW 21st Avenue:

- North:** NW 164th Street (from Interstate 5/ I-5 to NW 21st Avenue)
- East:** Interstate I-5 (from NW 164th Street to Salmon Creek)
- South:** Salmon Creek (from I-5 to NW 21st Avenue)
- West:** NW 21st Avenue (from NW 164th Street to Salmon Creek)

Polygon 2 -- North of Salmon Creek and West of NW 21st Avenue:

- North:** NW 164th Street (from NW 21st Avenue to NW 41st Avenue)
- East:** NW 21st Avenue (from NW 164th Street to NW 151st Street)
- South:** NW 151st Street (from NW 21st Avenue to NW 41st Avenue)
- West:** NW 41st Avenue (from NW 164th Street to NW 151st Street)

This boundary may be revised by the North Salmon Creek NA board and Clark County pursuant to review and input from the general membership in accordance with provisions of these bylaws (SECTION XIII) and Clark County guidelines. Clark County may revise these boundaries to balance household or population size between NAs, to follow natural topographic features (e.g., creeks), geographic lines or streets, and/or community cohesiveness considerations.

SECTION III: MEMBERSHIP

The membership in the North Salmon Creek NA is open to all residents and owners of land contained within the North Salmon Creek NA boundary. Non-residents who own or operate a business permanently located within the North Salmon Creek NA boundary are also eligible to become members (must register to be included on an address list to receive mailings).

SECTION IV: VOTING AND ELIGIBILITY

The North Salmon Creek NA membership shall vote to elect officers and directors and as determined to be necessary to adopt a position or to approve a course of action on significant issues.

Voting shall be by secret ballot by the North Salmon Creek NA membership for legal, financial, and or elections matters. Ballots shall be collected and votes counted during open meeting(s) by at least one North Salmon Creek NA Board member and one member at large in the presence of attendees. Voice votes or secret ballots may be cast for all other issues or as agreed to by North Salmon Creek NA's members present at North Salmon Creek NA's meeting(s).

Voting eligibility for residents within North Salmon Creek NA boundary:

- All residents 18 years of age or older
- No proxies shall be allowed.

Voting eligibility for non-residents owning land within North Salmon Creek NA boundary:

- Representative must be 18 years of age or older
- One vote per property
- No proxies shall be allowed.

Voting eligibility for non-residents owning/representing a business or organization permanently located within North Salmon Creek NA boundary:

- Representative must be 18 years of age or older
- One vote per business license or organization
- No proxies shall be allowed

SECTION V: NORTH SALMON CREEK NA BOARD OFFICERS

The North Salmon Creek NA Board shall include four (4) board officers' positions: president, vice –president, secretary, and treasurer. Board officers shall be elected from the general membership residing within the North Salmon Creek NA boundaries. These officers shall preside over all meetings, planning sessions, and activities of the NA.

The duties of each officer shall include, but are not limited to, the following:

- ***PRESIDENT:*** Act as the primary executive officer, preside over all deliberations and activities of the North Salmon Creek NA and be official spokesperson for the North Salmon Creek NA, Board, and Advisory Committees.
- ***VICE-PRESIDENT:*** Assist the President in all duties and perform the functions of the President in his/her absence. Other duties may be delegated by the President or Executive Board, if the President is not available.
- ***SECRETARY:*** Notify members of meetings and activities as requested. Write and distribute minutes to the North Salmon Creek NA board for review. Prepare final minutes and distribute adopted minutes as requested and appropriate. Keep a permanent file of all association's general and executive meetings (including confidential matters).
- ***TREASURER:*** Write checks for authorized expenses and make deposits as directed by the North Salmon Creek NA board. Document and update financial records, transactions, match revenues and costs for general and project-specific accounts or line items, and track account/fund balances. Prepare and provide quarterly and annual financial reports. Report to the North Salmon Creek NA board, membership, advisory committee, and independent auditing agencies.

SECTION VI: EXECUTIVE BOARD

The Executive Board shall consist of four (4) North Salmon Creek NA board officers, identified in SECTION V, and six (6) Directors (Positions 1-6), described below.

Six (6) Directors shall represent the general membership on the executive board. Five (5) out of six (6) Directors shall reside within and be elected to represent general membership and designated geographic sub-areas (Positions 1-5) as depicted on the map (Exhibit B); and one (1) Director (Position 6) shall reside within and be elected from any sub-area (Positions 1-5) contained within the North Salmon Creek NA boundary to represent general membership as follows:

DIRECTOR – POSITION 1: Approximate Sub-area Boundaries

North: NW 164th Street **South:** NW 149th Street
West: NW 11th Avenue **East:** Interstate 5/I-5

DIRECTOR – POSITION 2: Approximate Sub-area Boundaries

North: NW 149th Street **South:** NW 139th Street/ Tenney Rd
West: NW 11th Avenue **East:** Interstate 5/I-5

DIRECTOR – POSITION 3: Approximate Sub-area Boundaries

North: NW 139th Street/ Tenney Rd **South:** Salmon Creek
West: NW 2nd Avenue **East:** : Interstate 5/I-5

DIRECTOR – POSITION 4: Approximate Sub-area Boundaries

North: NW 164th Street **South:** NW 151st Street/NW Hathaway
West: NW 41st Avenue/NW 21st Avenue **East:** NW 11th Avenue

DIRECTOR – POSITION 5: Approximate Sub-area Boundaries

North: NW 139th Street/NW Hathaway **South:** Salmon Creek
West: NW 21st Avenue **East:** NW 2nd Avenue

DIRECTOR – POSITION 6: Approximate Sub-area Boundaries

Cumulative North Salmon Creek NA Boundary (Section II, Section VI -- Areas 1 to 5).

If no member from the designated geographic area is willing to serve as a Director, the membership may authorize a waiver of the residency requirement until the next annual election.

If an Executive Board member resigns or is removed prior to annual election, the Executive Board may appoint an interim officer or director until the next annual election. Terms of office shall be staggered (Section VII). In case of several vacancies on the board, a quorum shall be deemed 1/3 of remaining board and officers (Section X).

SECTION VII: ELECTIONS

Officers and Directors shall be elected at the last annual / general meeting, historically held in November. Officers shall serve a one-year term and the Directors shall serve a two-year term.

Odd-numbered positions/directors shall be elected in odd-numbered years and even-numbered positions/directors shall be elected in even-numbered years.

Officers are limited to two consecutive terms in any given position, unless there are no other candidates and the incumbent is willing to serve another term. In the event that mid-term vacancies should occur, the Executive Board shall appoint an interested community member to serve until the next annual election.

SECTION VIII: COMMITTEES

Advisory committees shall be appointed by the President to address specific projects, programs, or concerns as needed. The President shall appoint a chairperson for each committee. The President shall provide the chairperson, in writing, with a summary of the committee's scope, and responsibility prior to any meetings of that committee.

The President shall report to the membership progress and activities of all committees formed and identify appointees to committees. Advisory committees may include or seek advice from experts and other stakeholders.

SECTION IX: MEETINGS

The Clark County Neighborhood Outreach Program requires neighborhood associations to hold a minimum of one general membership meeting each year. General meetings of the NSCNA membership shall be held as necessary; but will meet at least annually. The Executive Board shall be authorized to schedule, cancel scheduled meetings, or call for additional emergency meetings. Adequate notice shall be provided to the membership for annual and regularly scheduled meetings. Several methods of notice can be utilized as determined to be appropriate or available. This requirement is waived for emergency meetings or cancellations.¹

The Executive Board shall meet as needed or when any board member notifies the President and requests a meeting. The President shall advise the general membership at the next general meeting of all major decisions made by the Executive Board.

Minutes (summary of major points and decisions) shall be kept of all meetings, including Executive Board meetings.

SECTION X: QUORUM

A quorum for meetings shall be as follows:

- ***General Membership meetings*** -- two officers, one director, and ten North Salmon Creek NA community members
- ***Executive Board meetings*** -- four members of the board (if several vacancies, 1/3 of the board -Section VI)

The secretary, or a designee, shall keep attendance of Executive Board members. Once a quorum is met decisions will be based on a simple majority vote of membership in attendance.

SECTION XI: DISSENT

Adequate time for minority dissent and appeal of actions taken by the North Salmon Creek NA executive board must be provided by the executive board as determined to be feasible and appropriate.

SECTION XII: REVENUE

Donations, gifts, grants, and other revenues generated in compliance with all applicable local, state, and federal laws, including the IRS 501(c) (3) rules and regulations, shall be documented and deposited as follows:

- General revenue shall be deposited by the Treasurer in the “General” bank account.
- Revenue generated for a specific project, approved by the North Salmon Creek NA board, may be deposited in projects-specific “Designated” bank accounts or in the “General” bank account under a separate line item identified on financial reports and budgets. Designated account or line item assets, liabilities, revenues, expenses, and balances must be matched and accounted for separately.
- The North Salmon Creek NA board shall prepare annual budgets to set priorities, allocate revenue, and direct fundraising activities to specific projects as determined to be appropriate.

Upon dissolution of the NSCNA any outstanding revenues shall be disbursed as follows:

1. If the NSCNA area is absorbed by an active neighborhood association that is structured as a 501(c)(3) corporation under the IRS code, then all funds will be transferred to that neighborhood associations treasury.
2. If the NSCNA area is NOT absorbed by an active neighborhood association meeting the above criteria, then all net assets will be donated to a non profit charitable organization that is structured within the meaning of section 501(c) (3) of the Internal Revenue Code,

or corresponding section of any future federal tax code, for a public purpose. If multiple candidate organizations are identified then the recipient will be selected by majority consensus of the last Executive Board.

SECTION XIII: AMENDMENTS

Proposed amendments to these bylaws shall be submitted to the general membership at least one week before a scheduled vote. The bylaws may then be amended at any subsequent meeting by a quorum vote as stated in section X. by the general membership/officers, directors, and community members present.

ADOPTED by the North Salmon Creek Neighborhood Association (North Salmon Creek NA) board and general membership present at the public meeting held on March 25, 2008.

NOTE: Proposed draft North Salmon Creek NA Bylaws were revised, advertised, published in newsletter, posted to the website,² and adopted after Board's and general membership's review and input. Revisions to the 1997 Bylaws were proposed and processed to comply with current laws, guidelines, meet requirements for 501 (c) (3) non-profit corporation filing, and to reflect current boundaries and sub-areas.

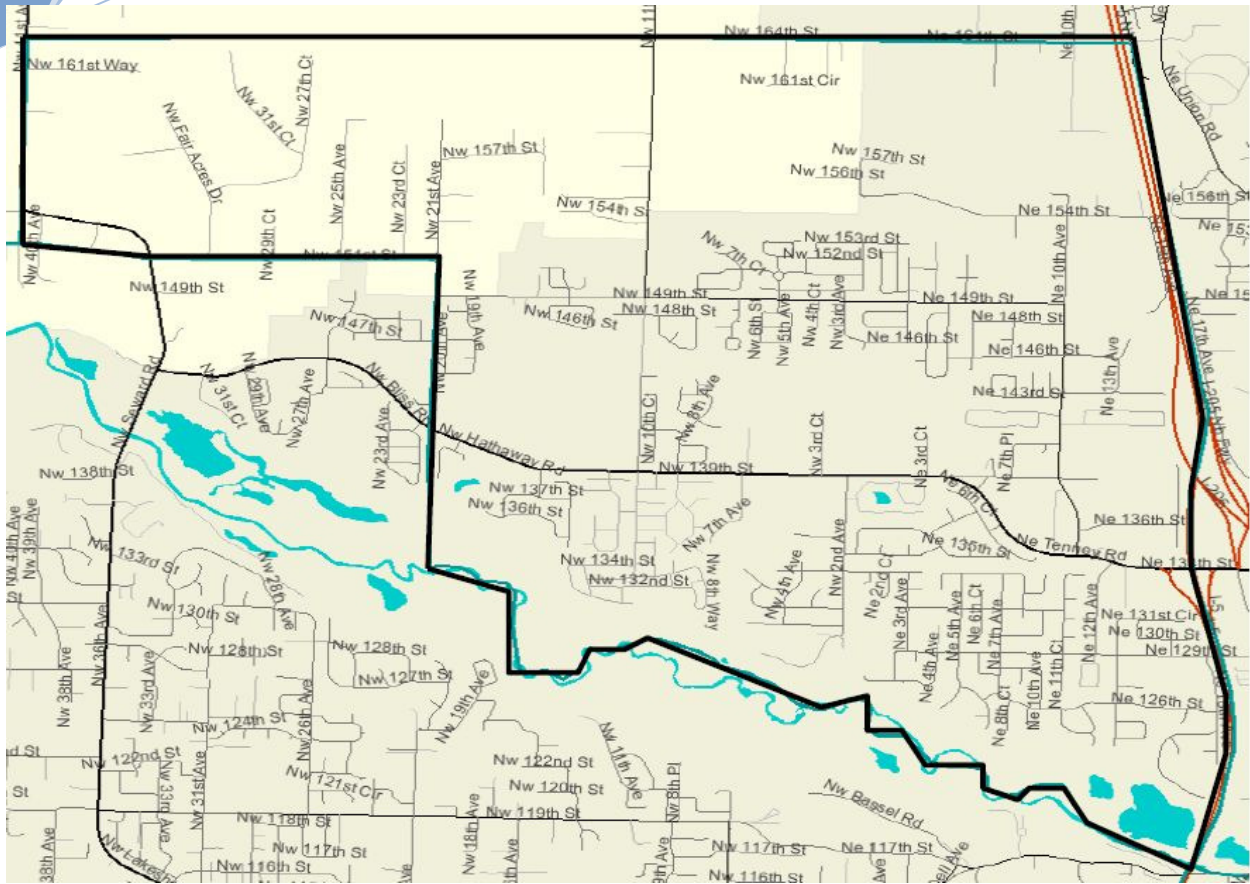


Exhibit A NSCNA Boundary Map



Mar. 25

NSCNA – 2008 Bylaws

Please review the North Salmon Creek NA Bylaws –2008 and submit comments, recommendations, and/or requests for change to:

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