

# **BIRCHWOOD NEIGHBORHOOD ASSOCIATION BY-LAWS**

Birchwood Neighborhood Association By-Laws

## Article I. Name and Purpose

### Section 1. Name

The name of this Association shall be Birchwood Neighborhood Association (hereafter referred to as the Association.)

### Section 2. Existence

The existence of this Association shall be perpetual unless dissolved pursuant to RCW 24.03.220 of the State of Washington.

### Section 3. Purpose

The Purpose of the Association shall be:

1. To promote a sense of community within the Birchwood neighborhood of the City of Bellingham, State of Washington;
2. To provide an open forum for the Birchwood neighborhood to meet and discuss issues and to work closely with government, business and other entities to address Birchwood neighborhood concerns, including but not limited to matters of land use, zoning, and other laws, rules or regulations directly or indirectly affecting quality of life, neighborhood amenities, the character of the neighborhood, inter-relationship of neighbors consistent with Association objectives, public safety, legal use of private and public land within the neighborhood; issues that maintain the character of the Birchwood neighborhood; and matters of environmental concern and preservation of the same;

3. To disseminate information of interest and concern to the residents of the Birchwood neighborhood; and

4. To engage in other lawful activity deemed by the Association to be in the best interests of the Birchwood neighborhood.

The Birchwood Neighborhood geographic boundaries are those defined in the City of Bellingham Comprehensive Plan.

#### Section 4. Non-Profit Status

The Association is irrevocably dedicated to, and operated exclusively for non-profit purposes and no part of the income or assets of the Association shall be distributed to or inure to the benefit of any member; provided that the Association may pay for expenses or actual costs for travel or services rendered.

#### Article 2. Powers

The Association is empowered to employ, buy, own, pay, sell, convey, assign, mortgage, lease, or maintain the space, equipment, supplies and services necessary to accomplish the purposes of the Association including engaging in cooperative arrangements with other agencies and intercommunity groups in an effort to promote the purpose of the Association.

#### Article 3. Dissolution

In the event of the dissolution of the Association the termination of its affairs, the Association's property shall not be conveyed or distributed to any individual or organization created and operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of this Association or to a unit of federal, state or local government. All property, files and records established through grant moneys will be subject to the particular granting agencies' guidelines and procedures.

#### Article 4. Membership

##### Section 1. Qualifications

The membership of the Association will consist of persons who are in one of the following categories and are recognized as members as per Article 6, Section 1 below:

Resident: An individual whose primary residence is within the neighborhood, whether owned or rented;

Property Owner: An individual who owns real property in the neighborhood;

Business Owner: An individual who owns a licensed business operating within the neighborhood;

Business Operator: An individual who is the on-site manager of a business operating within the neighborhood;

## Section 2. Privileges

1. Members are entitled to attend the Association's Annual Meeting and all General Membership meetings called by the Board of Directors.
2. One person is allowed one membership only.
3. Members are entitled to vote for persons to fill vacant seats on the Board of Directors at the Association's annual meeting. Voting by proxy is not allowed.

## Article 5. Board of Directors

The Board of Directors shall consist of no fewer than five (5) and no more than eleven (11) persons, at the Board's discretion.

### Section 1. Conditions

#### Eligibility.

A person must have resided within the legal limits of the City of Bellingham for one year and be a member of the Association (as defined in Article 4, Sec.1) to be eligible to be elected to the Board of Directors.

#### Nominations.

There are three ways for a person to be nominated for the Board.

1. The Board shall seek out interested and qualified candidates,
2. Nominations shall be submitted to the Board by members of the Association or,
3. Further nominations may be made from the floor at the annual meeting.

Elections.

All persons nominated for the Board shall appear on a written ballot for vote by the general membership except in the event that only one person is nominated for each vacancy when, at Board discretion, a written ballot is not required and voting may be conducted by acclamation at the Annual Meeting.

Terms of Office

The Director's term of office will be three (3) years. The terms of Directors shall be staggered.

Removal of Directors.

1. A Director who misses three consecutive Board meetings or four Board meetings within a calendar year shall be deemed to have resigned unless a written request to remain on the Board has been received by the secretary.
2. A member of the Board of Directors may be removed from office for cause by the affirmative vote, by ballot of two-thirds(2/3) of the Board of Directors present and a quorum present, at any regular or special meeting called for that purposed; provided that a notice of the proposed action to be taken shall be sent to the address as it appears in the Association records, not less than fourteen (14) days by certified mail to the Board member being challenged. The Board member may appear and present evidence at this meeting.

Vacancy

1. If the Board membership falls below the minimum of five, such vacancy(ies) shall be filled by the Board at the first available opportunity from the Association membership.

2. If the membership is below the maximum of eleven, the Board of Directors may appoint further Directors from the association membership to serve until the next election. Such appointments shall attempt to fill out the geographic cross-section of the neighborhood, if possible.

#### Leave of Absence

Board members may be granted a leave of absence from all Board responsibility for up to the expiration of their term if the majority of the Board so approves by vote. A member has no voting powers while on leave and shall not be considered as a director when determining a quorum.

#### Section 2. Duties and Responsibilities

1. The Board of Directors is the sole policy maker of the Association.
2. The Board of Directors is responsible for carrying on the work of the Association including:
  - a. Determining and carrying out the policies and programs of the Association.
  - b. Controlling operating funds and capital assets for the use and benefit of the Association.

#### Section 3. Officers, Election and Terms of Office

##### Officers

The officers of the Board of Directors shall be President, Vice- President, a Secretary, and a Treasurer and such other officers as the Board shall from time to time determine; but no three (3) offices shall be held by the same person simultaneously. They shall have the powers and perform the duties as provided in Article 5.

##### Duties of the President

The President shall preside over meetings of the Association including the annual meeting and meetings of the Board of Directors and may designate the Vice President as a temporary chair, shall appoint special committee chairs with the approval of the Board of Directors, shall coordinate the duties of directors and committee chairs, shall

serve as an ex officio member of all committees, and shall perform such other duties applicable to the office. The President or designee is the person authorized to make official statements on behalf of the Association to groups, organizations and official entities.

#### Duties of the Vice President

The Vice-President shall serve in the capacity of the office of President should the President not be available, capable or willing to serve. The Vice-President shall act as liaison to all committee chairs and may be assigned other duties by the Board of Directors or the President. The Vice-President shall maintain committee membership lists and maps showing neighborhood boundaries.

#### Duties of the Secretary

1. Record and maintain minutes of Board and membership meetings and provide copies of said minutes for publications to the membership within two weeks after the meeting. If Secretary cannot attend a meeting, then a member of the Association must be designated at the beginning of the meeting to take minutes.
2. The Secretary shall maintain all legal documents of the Association.

#### Duties of the Treasurer

1. The Treasurer shall maintain all accounting records, receive and disburse funds and prepare financial statements.
2. The Treasurer shall maintain a list of all members in good standing in the Association.
3. The Treasurer shall present a year-end financial report at the annual meeting.
4. The Treasurer shall work with the Board and Finance Committee to create an annual budget.
5. The Treasurer shall prepare the annual tax return for the IRS.

#### Elections of Officers

After the Annual Meeting and before the Board's next regular meeting, the President(s) or, if unavailable, the next ranking position, shall appoint a nominating committee. The nominating committee shall present the candidates for all offices to the Board at the next Board meeting with a quorum present where the Board members vote on the officers for the coming year.

#### Terms of Office

Officers shall serve for a one-year term.

#### Section 4. Committees of the Board

1. The Executive Committee is comprised of the officers of the Board of Directors. The Executive Committee shall meet between regular meetings of the Board to discuss and recommend actions to the Board and to make decisions and implement actions that have been delegated by the Board from time-to-time.

2. With the President(s) consent, each committee may have in its membership as committee chairs, persons who are Association members in good standing.

3. The Board President may appoint committees and task forces for human resources, finance, planning, community relations, evaluation, fund raising, ad hoc tasks, or any function deemed appropriate. The President(s) shall also appoint a chair for each committee.

4. Ad Hoc Committees: An Ad Hoc Committee may also be formed at any time by a majority vote of the Board. At least three Board members must agree to participate on an ad hoc committee and submit a simple charter which describes the purpose of the committee, the timeline, and the budget.

#### Section 5. Conflict of Interest

Directors who have financial or other conflicts of interest, or potential conflicts, shall inform the Board. The Board may take action appropriate to the circumstances and in the best interests of the Association. When a Director may realize a potential financial gain on a matter before the Board, that Board member shall abstain in voting on the particular matter and may, at the Board's discretion, be required to be absent during discussion of the matter. Board members shall consider possible appearance of impropriety if conflict or potential conflict is allowed to exist.

Where a Director may be related in any way to any firm or organization with which the Association may do or may consider doing business, that relationship shall be disclosed by the member in writing to the Board or to the Executive Committee as appropriate. Where the Director's business or other relationship may be involved in a financial transaction, the transaction shall be made as a result of a competitive bidding or other objective measure in the best interest of the Association. The member concerned may properly participate in such discussions, may be counted in the quorum, but shall not vote in the final decision.

#### Section 6. Compensation

The Directors shall serve without compensation but may be reimbursed by the Association for any reasonable authorized expenses incurred by them in the performance of their duties as Directors.

#### Section 7. Board Meetings

1. The Board shall meet at least four (4) times each calendar year.
2. The first meeting of the year shall be the Annual Meeting of the Board, unless duly continued by vote of the Board.
3. The President may call special meetings at any time the President reasonably determines such a meeting is in the best interest of the Association or shall call a special meeting upon written request of a majority of the members. The purpose(s) for such meetings shall be announced at the time of the call.
4. Each Director shall be notified at least five days prior to the meeting.
5. At all meetings of the Board, a majority of Directors authorized to vote shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act to a majority of voting members present shall be the act of the Board.
6. Each Director shall possess one vote in matters coming before the Board, except the President who does not vote except to resolve a tie between the other Directors voting. There shall be no votes by proxy except in situations deemed an emergency by the Executive Committee.

7. Any action may be taken by the Board without a meeting if all Directors consent in writing, including email, to such action. Such consent shall be filed with the minutes of the preceding meeting of the Board.

## Article 6. Member Meeting

### Section 1. Annual Member Meeting

The Association shall hold an annual meeting of all members.

Written notification, identifying time, place and purpose of the annual meeting shall be disseminated to members through electronic media, flyers, newsletters, and/or signs not less than 10 days prior to the annual meeting. The President shall conduct the annual meeting and the Secretary shall maintain minutes of the same. Only those members that were recognized as members in the books and records of the Association 14 days prior to the meeting and are still eligible in accordance to Article 4, Section 1 above shall be allowed to vote on any action at the annual meeting.

### Section 2. Special Meeting

Only the Board of Directors or the President may call a Special Meeting of the Members. Such special meeting shall be held upon 14 days prior written noticed to all members. Written notification shall identify the time, place and purpose of the special meeting. No items can be acted upon at the special meeting unless specifically identified in the meeting notice.

### Section 3. Voting

Each member has one vote and a member must be present to vote.

## Article 7. Amendments to By-laws

These by-laws may be amended by a two-thirds vote of the Board of Directors of the Association at a regular or special meetings of the Board members provided that all members have been provided with a written copy of the proposed amendment(s) not more than twenty nor less than five days before the meeting at which time such amendments are to be voted upon.