

On behalf of the bylaws committee, it is moved that the proposed bylaws be adopted with the following provisos:

- A. Provided that the secretary shall have the authority to make grammatical and typographical changes to the bylaws in order to assure editorial continuity;
- B. Provided that the first year of election, the elected directors will draw straws for one or two year terms;
- C. Provided that the board of directors will be elected at the next membership meeting on September 14, 2010 from nominations made from the floor.

Whatcom Falls Neighborhood Association

BYLAWS

ARTICLE 1: NAME

The name of this organization, as stated in the Articles of Incorporation under the provisions of the Washington Nonprofit Corporation Act, shall be WHATCOM FALLS NEIGHBORHOOD ASSOCIATION, which hereinafter may also be referred to as the "the Association."

ARTICLE II: PURPOSE

The purposes of the Association, as stated in the Articles of Incorporation, shall be:

- A. To create a broad, open neighborhood association promoting a sense of community.
- B. To provide an open forum allowing for mutual understanding and collaboration that promotes active, fair democratic deliberation of the issues affecting the Whatcom Falls Neighborhood.
- C. To meet and discuss issues and to work closely with government, business and other entities to address neighborhood concerns, including but not limited to: rules or regulations which directly or indirectly affect the quality of life, neighborhood amenities, character of the neighborhood, inter-relationship of neighbors, public safety, traffic flow, land use and zoning issues that maintain and or improve the character of the neighborhood.

- D. To disseminate information of concern and provide education on civic issues to residents, owners, and businesses of the neighborhood community.
- E. To do any and all lawful activities that may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes.

ARTICLE III: MEMBERSHIP

Section 1 Eligibility for Membership

All persons 18 years or older, living in the Whatcom Falls Neighborhood or owning property or business in the Whatcom Falls Neighborhood, as defined in the City of Bellingham's comprehensive plan are eligible for membership. Those within the sphere of influence as defined by the board of directors are also eligible for membership.

Section 2 Process to become a member

- A. Except as limited by provision (d) within this section, any eligible person shall become a member with rights to make motions, debate, vote, and serve on the board of directors by submitting a completed membership form.
- B. Each member shall have only one vote, regardless of the number of categories under which he or she qualifies for membership.
- C. Multiple members may come from any real property or tax parcel or address, provided that each person is independently eligible for membership.
- D. Only one voting member may come from each qualified business, trust, or corporation.

Section 3 Attendance of Non-members

Any person not currently a member or not eligible to become a member, may attend meetings and participate in debate, but shall not have the right to vote, or make motions or serve on the board of directors unless they become a member of the association.

ARTICLE IV: ANNUAL DUES

If annual dues are voted on and approved by the membership, the amount will be determined once a year at the annual meeting by a vote of the membership. Dues will be kept minimal to encourage participation and shall be payable on or before the annual meeting.

ARTICLE V: MEETINGS OF THE MEMBERSHIP

Section 1 Regular Meetings

- A. Regular meetings of the membership shall be held at least quarterly.
- B. General notice to the membership of the regular meetings shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year.
- C. Notice stating the place, day, and hour of the meeting shall be delivered at least ten (10) calendar days prior to each meeting by means of a published newspaper notice and at least one of the following: electronic media, signs posted prominently throughout the neighborhood, general mailings, delivered handbills or flyers, other media notices, and/or other notices.

Section 2 Annual Meeting

- A. One of the regular meetings during the first quarter of the calendar year (January-March) shall be the annual meeting.
- B. The purpose of the annual meeting shall be for the election of the board of directors, reports, and other appropriate business to come before the membership.
- C. Notice for the annual meeting shall follow the requirements for notice stated in Article V. Section 1.C.

Section 3 Special Meetings of the Membership

- A. Special meetings of the membership may be called by the president, by two or more members of the board, or by a written petition to the secretary signed by ten (10) or more members.
- B. Special meetings requested by petition must state the business for which the meeting is to be called and must be called within 30 days of receipt of the written request. No special meeting may be scheduled within 30 days prior to any scheduled regular meeting.
- C. Except in cases of emergency, notice for a special meeting shall follow the requirements for notice stated in Article V. Section 1.C. Notice shall include the business for which the special meeting has been called.
- D. Only business listed in the call may be conducted at a special meeting.

Section 4 Quorum

Presence of ten (10) members of the association shall constitute a quorum of the membership.

Section 5 Open Meetings

All membership meetings are open to the public.

ARTICLE VI: BOARD OF DIRECTORS

Section 1 Composition

- A. The board of directors shall consist of nine [9] members elected by the membership.
- B. It shall be a goal of the Association to have directors representing as broad a geographical cross-section of the neighborhood as possible.

Section 2 Responsibility

The board of directors (hereinafter referred to as the board) shall manage the Association subject to the direction of the membership.

Section 3 Election of the Board of Directors

A. Election of the board of directors shall take place at the annual meeting and shall be done by ballot unless there is only one candidate for a position, in which case, the president may declare that person elected by acclamation.

B. Only current association members are eligible to run for or serve as members of the board of directors.

C. Nominations process: Nominations can be made prior to or at the annual meeting. Nominations may be by mail, phone or email to the president prior to the winter quarter annual meeting.

Section 4 Terms of Office.

A. Directors shall take office at the close of the annual meeting at which they are elected and shall serve for a term of two (2) years or until their successors are elected.

B. Terms shall be staggered to provide for continuity with approximately 1/2 of the board being elected each year.

Section 5 Meetings

A. Regular meetings of the board of directors shall be held no less than every three months. If a regularly scheduled board meeting time is established and the adopted schedule is provided to the Association membership, this shall be considered notice to the membership.

B. Special meetings of the board may be called by the president or by two directors with five days notice.

C. A quorum of the board of directors shall be a majority of the board positions.

D. The board of directors may (a) conduct a meeting through the use of any means of communication, including but not limited to telephone and video conferencing, by which all directors participating may simultaneously communicate with each other during the meeting; or (b) permit a director to participate in a meeting by similar means of simultaneous communication. A director participating in a meeting by such means shall be considered present in person at the meeting. Actions taken by a majority of the directors at such a meeting,

provided a quorum is participating, shall be valid actions of the board of directors.

E. Meetings of the board are open to all members of the Association.

Section 6 Conflict of Interest

A director who has a conflict of interest on any issue coming before the board shall inform the board of the conflict. The board may ask the director to abstain from voting on a particular matter.

Section 7 Removal of Board Members

A. Any board member who is absent for two meetings within a calendar year without prior notice and a valid reason, as determined by the board, may be deemed to have resigned from the board.

B. The board may, for cause, suspend a board member at any time. Such suspension shall remain in effect until a regular or special meeting of the Association to vote on removal of the suspended board member.

C. At any regular or special meeting of the Association, a board member may be removed by a two-thirds (2/3) vote of those voting, provided a quorum is present. A board member whose removal will be considered must be given written notice at least ten (10) days prior to the meeting and such notice must state the cause for the proposed removal. The board member shall be given an opportunity to be heard at the meeting.

Section 8 Vacancies

A. Vacancies in the board of directors may be filled by appointment by a majority vote of the remaining board of directors.

B. A board member appointed to fill a vacancy shall serve until the next annual meeting.

ARTICLE VII: OFFICERS

Section 1 Officers

The officers of the Association shall be president, vice president, secretary, and treasurer. One person may hold the offices of secretary and treasurer.

Section 2 Election of Officers

At the first board meeting following the annual meeting, the board shall elect officers from within its own membership.

Section 3 Term of Office

Officers shall take office immediately after election by the board and shall serve for one year or until their successors are elected. Officers may serve consecutive terms in the same office.

Section 4 Vacancies

- A. A vacancy in the office of the president shall be filled by the vice president until the next annual election of officers.
- B. Other vacancies in offices may be filled by the board of directors.

Section 5 Duties

- A. The president shall serve as the chief officer of the Association, chairperson of the board of directors, and preside at all meetings of the Association membership and the board of directors. He/she shall supervise activities of the Association, and serve as spokesperson of the Association. The president or his/her designee is the officer authorized to make official statements on behalf of the Association to groups, organizations, and official entities. The president shall perform other such duties as are appropriate, and assigned to the office or as directed by the membership or board. The president may appoint an Association parliamentarian.
- B. The vice president shall act for the president in his/her absence, focus on social and fund development activities and perform such other duties as are appropriate to the office or assigned, or as directed by the president, membership or board.

C. The secretary shall keep an accurate and permanent record of all board and general membership meetings. The secretary shall keep the roll of Association members and maintain mailing and email lists and shall be responsible for required notification of members. The secretary shall perform such other duties applicable to the office, as assigned.

D. The treasurer shall manage and monitor all financial activities of the Association, maintain the fiscal records for the Association, report regularly to the board of directors and at the annual meeting, propose an annual budget, chair any established finance committee and perform other duties appropriate to the office.

ARTICLE VIII: COMMITTEES

Section 1 Establishment

Standing or special committees may be established at a meeting of the membership or of the board of directors as deemed necessary for carrying out the purpose of the Association.

Section 2 Ex-Officio Member

The president shall serve as an ex-officio member of all committees, except a nominating committee.

ARTICLE IX: FINANCES

Section 1 Fiscal Year

The fiscal year of the corporation shall be from January 1st of each year through December 31st of the same year.

Section 2 Corporate Finances

Deposit of Funds: All funds of the corporation shall be deposited in such banks or trust companies as the board shall determine.

ARTICLE X: PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XI: AMENDMENTS

These bylaws may be amended at any regular meeting of the membership by two-thirds (2/3) vote of those present and voting, provided there is a quorum and that members have been notified with a written or electronic record of the proposed amendments(s) at least twenty-one (21) calendar days prior to the vote.

Adopted on August 17, 2010

A handwritten signature in black ink, appearing to read "Richard A. Etter", is written over a horizontal line.

Richard A. Etter, Ph.D.
Temporary Chair