

ORGANIZATIONAL BY-LAWS

COLUMBIA NEIGHBORHOOD ASSOCIATION

A Non-Profit Corporation

Adopted by the Membership February, 2008

Section One – Name of Organization

The name of this organization shall be “*The Columbia Neighborhood Association (CNA)*.”

Section Two – Scope and Purpose of the Organization

This corporation is organized under the provisions of RCW 24.03 (*Washington Nonprofit Corporation Act*) for the purpose of providing and promoting a sense of community within the Columbia Neighborhood of the City of Bellingham, Washington, as identified in the Comprehensive Plan of said city; to work closely with the governmental entities to address concerns of the neighborhood, including, but not limited to promoting the interest of the Columbia Neighborhood in matters of land use, zoning and other law; rules or regulations which directly or indirectly affect the quality of life, neighborhood amenities, character of the neighborhood, inter-relationship of neighbors, public safety, convenient use of public and private land within the neighborhood, issues of design standards in relationship to the character of the neighborhood; to provide an open forum for all residents to meet and discuss issues with due regard to the rights of minority opinion and free speech for all; to allow for collection of funds to be disbursed to further the corporate purposes; and any other activity deemed in the best interests of the neighborhood.

Further, this corporation is organized for charitable and

educational purposes that may qualify it as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or as subsequently amended by action of Congress.

Section Three – Membership

Regular Members: Regular membership in the organization is open to any person (not corporation) who is 18 years or older and who qualifies in one or more of the following categories:

1. Owns or rents his or her primary residence within the Columbia Neighborhood;
2. Owns real property in the Columbia Neighborhood;
3. Owns a licensed business operating within the Columbia Neighborhood;
4. Is the on-site manager of a licensed business operating within the Columbia Neighborhood.

Regular members may attend meetings and participate in debate but shall not have the right to vote, nor make motions, nor serve on the Board of Directors.

Voting Members: Any regular member shall become a member with rights to make motions, debate, vote, and serve on the board of directors by:

- a. Submitting a completed membership form;
- b. Paying annual dues of \$10 (can be waived in cases of financial hardship).

The term of membership is the calendar year (Jan. 1 – Dec. 31).

A voting member shall have only one vote, regardless of the number of categories under which he/she qualifies for membership.

Multiple members may come from any real property or tax parcel or mailing address, provided that each person is independently eligible for voting membership.

Only one voting member may come from each qualified business, trust, or corporation.

Association Meetings: The membership shall meet at least quarterly at a location designated by the Board of Directors. Such meetings shall be open to the public. Minutes shall be taken. Notice to the public of the meeting shall be by published newspaper notice at least one week before the meeting as well as by other means of providing broad neighborhood notice of the meeting.

A membership meeting shall be the supreme authority of this association and as such may exercise those powers granted to it pursuant to the articles of incorporation and the enabling act, RCW 24.03.

Regular members are eligible to discuss matters before the body. However, policies are adopted by the voting membership.

The voting membership shall be responsible for adopting such policies as necessary to give guidance to the directors and officers of this organization and for adopting a balanced budget for the organization.

The membership may form special ad hoc committees by a majority of the voting membership in attendance. Standing committees may be formed by adoption of continuing resolutions.

A quorum shall be 10 or more voting members.

Section Four – Board of Directors

The Board of Directors, directed by the annual membership meeting, shall be vested with the authority and power to exercise its discretion in the best interests of the association in keeping with the purposes set forth in these by-laws between meetings of the general membership.

Duties of the Board: The Board of Directors shall be vested with the full range of corporate powers to act in the best interests of the neighborhood association purposes, policies and membership directives except:

- a. Transfer assets of the association without an authorizing resolution of the general membership;
- b. Enter into contracts or encumbrances not authorized by resolution of the general membership or included in the adopted budget;
- c. Enter into litigation without an authorizing resolution of the general membership.

Board Meetings: The Board shall hold regularly scheduled meetings no less than once every three (3) months, or as deemed necessary by the board. Board meetings are open to the general membership. The board shall report its meeting minutes to the general membership.

Directors: The Directors shall be voting members of the Columbia Neighborhood Association. There shall be a minimum of seven directors. A director's term of office will be two years. Directors will be elected by the membership at the annual meeting by majority vote of voting members present.

Officers will be elected by the Board of Directions from among their number at the first meeting of the Board of Directors

following the annual meeting and shall serve until a successor is chosen.

The term of office for Board officers will be one year. The same individual may hold the office for three (3) consecutive terms at the most without a break in service.

President: The president shall be the chief executive officer and chairperson of the board of directors. The president will preside over meetings of the Neighborhood Association and meetings of the Board of Directors.

The president or his/her designee is the officer authorized to make official statements on behalf of the neighborhood association to groups, organizations and official entities. Official positions of the association so represented will reflect the majority view and, if so desired, minority reports may be included if requested by at least 15 members of the association.

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 may be assigned other duties by the board of directors or president.

Secretary: The secretary shall record and publish minutes of Board and Association meetings, receive/send communications, publish notice of Association meetings, and other duties as may be assigned by the board of directors or the president.

Treasurer: The treasurer shall maintain records of accounts and a record of active voting members and membership dues, and other duties as may be assigned by the board of directors or the president.

MNAC Representative: The Mayor's Neighborhood Association

Commission representative shall attend monthly MNAC meetings, convey Columbia association concerns and issues and concerns to that body, and report back to the association and Board on issues and actions addressed by MNAC.

Quorum: A quorum shall be a minimum of four directors or fifty-one (51) percent of the current board members, whichever is greater.

Attendance: Board members who miss two (2) meetings, without prior notice, may be removed from the Board.

Removal: Any board member may be removed from office for non-attendance at board meetings by a majority of the board at regular or special meetings of the board. Notice of the proposed removal of a board members must be given to such person ten (10) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the member must state the cause for the proposed removal.

Conflicts 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, the board member shall abstain from 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.

Vacancies: Vacancies on the board of directors shall be filled by majority vote of the remaining directors. Directors so elected shall serve the unexpired term.

Audits: The Board shall from time to time, as deemed appropriate, appoint an audit committee of members not on the Board to conduct an audit of the books and documents of the association.

Section Five – General By-Laws

Annual Meeting: The annual meeting of the board and general membership shall be held during the first three months of the calendar year. Annual elections for board members and the annual audit report shall take place at the annual meeting.

Rules of Order: The president shall preside at meetings and maintain decorum. To maintain the rights of the majority and protect the rights of the minority, Robert’s Rules of Order shall be used.

The presiding officer shall have the right to request disruptive persons to leave and/or adjourn any meeting if in the best interests of the association and/or public safety.

Controlling Statute: The provisions of RCW 24.03 shall control where the Articles of Incorporation and by-laws are silent.

Amendment of By-laws: These by-laws may be amended by two-thirds majority vote of the voting members present and voting, providing there is a quorum, at a general membership meeting following the proposal of said by-law changes at the preceding general membership meeting.

Continuing Resolutions: Continuing resolutions will be maintained as an appendix to these by-laws. Continuing resolutions shall remain in force for a period of two years, unless revoked, and must be affirmed every two years by the general membership.