

**POLICIES AND PROCEDURES  
(AKA THE BYLAWS)  
OF THE  
EDGEMOOR NEIGHBORHOOD ASSOCIATION**

***IMPORTANT***

*This document is a working draft to use as a basis for creating the policies and procedures of the Edgemoor Neighborhood Association.*

***It has not been agreed to by anyone!***

**Draft 1.1  
January 1, 2005**

**Table of Contents**

1. Guiding Principles
  - 1.1 Overview
  - 1.2 Making It Easy For The Next People
  - 1.3 Inclusiveness
  - 1.4 Membership Driven Rather Than Board Driven
  - 1.5 Liability
  - 1.6 All Committees Are Ad Hoc Committees
  - 1.7 Monthly Meetings.
2. Name and Legal Structure
  - 2.1 Name of the Organization
  - 2.2 Boundaries of the Edgemoor Neighborhood
  - 2.3 Incorporation Information
3. Purpose
  - 3.1 Purpose

4. Membership, Dues, and Rights
  - 4.1 Membership
  - 4.2 Annual Dues
  - 4.3 Voting Rights
  - 4.4 Speaking Rights
  - 4.5 Transition Period From Interim Bylaws
  
5. Administrative Officers
  - 5.1 Overview
  - 5.2 Elections
  - 5.3 Transition Period From Interim Bylaws
  - 5.4 Vacancies
  - 5.5 Removal
  - 5.6 Duties of the President
  - 5.7 Duties of the Vice President (President Elect)
  - 5.8 Duties of the Treasurer
  - 5.9 Duties of the Secretary
  - 5.10 Duties of the Head of Membership & Communications
  - 5.11 Duties of the Meeting Facilitator
  
6. Ad Hoc Committees
  - 6.1 Forming an Ad Hoc Committee
  - 6.2 Committee Work
  
7. Monthly Meetings
  - 7.1 Meeting Format
  - 7.2 Quorum
  - 7.3 Schedule and Location
  - 7.4 Agenda
  - 7.5 Standard Agenda Format
  - 7.6 Special Orders.
  - 7.7 Parliamentary Authority
  
8. Civic and Community Relations
  - 8.1 Public Declarations of Positions Officially Supported by the Association.
  
9. ENA Website
  - 9.1 Purpose of the Website
  
10. Amendment of the Policies and Procedures
  - 10.1 Procedures to Amend This Document
  
11. Budget Format

# 1. Guiding Principles

## 1.1 Overview

These bylaws are constructed rather differently from many of the other neighborhood associations in Bellingham. This section explains the principles that were used to guide their construction.

## 1.2 Making It Easy For The Next People

Traditional approaches to bylaws suggest making them very short and just covering the bare minimum set of rules to keep the organization functioning. The argument is that they should not be too restrictive.

We feel that a volunteer organization such as the Edgemoor Neighbor Association calls for a substantially different approach. One of the main problems with a volunteer organization is that few people have a lot of time to devote to it. Therefore we have included a lot of processes and procedures for how we have been actually doing the business of the Association in the hopes that those who continue to keep the organization functioning can use it as a training manual and won't have to reinvent the wheel. Volunteers can therefore spend their time getting the job done rather than continuously trying to figure out what the job even is.

We are not, however, against change and improvement, nor do we think that we have always come up with the best way to approach every situation. If people find a better way of doing something, we want them to write it up, get approval from the association, and put it into this document so that the folks after them will have the benefit of their wisdom. We have therefore made it easier than usual to change the bylaws by requiring only a majority vote rather than the more normal two thirds required for bylaws changes.

## 1.3 Inclusiveness

We want as many people as possible from our neighborhood to participate in this group. We will keep dues as low as possible in order to prevent them from being a barrier to entry. While dues are required to vote, we invite everyone in the neighborhood to speak.

## 1.4 Membership Driven Rather Than Board Driven

An egalitarian spirit is central to our association.

The ENA is a member driven, democratic organization. It exists to provide a structure and a mechanism for its members to discuss issues of common concern and to act as a neighborhood group. All decisions are made by the members voting at monthly meetings.

We purposely refer to our board members as administrative officers because their role is not to be policy leaders, but to perform the administrative and facilitative activities that allow the association to function.

The business of the ENA is conducted by its members through the use of ad hoc committees. The real policy leaders of the ENA will be the members who work on these committees.

### **1.5 Liability**

The reality of our modern litigious society is that boards of all organizations need to protect themselves from liability issues. Liability insurance is unfortunately very expensive and we have no desire to spend the organization's money on it.

Board members therefore have no more power than any other member of the Edgemoor Neighborhood Association. They are facilitators who make it possible for groups of neighbors to come together, discuss critical issues to the neighborhood, and take action only when the group as a whole offers approval.

All policies and procedures that are used to run this association are listed in these bylaws. There is no discretion for either board members or general members to deviate from these policies and procedures without specific approval voted on at a monthly meeting.

We realize that this stance requires giving up considerable flexibility and spontaneous creativity, but liability issues are considered more important.

### **1.6 All Committees Are Ad Hoc Committees**

Standing committees, no matter how great the intentions with which they are created, eventually take on a life of entitlement and become extremely difficult to administer. Therefore there will be no standing committees as part of the Edgemoor Neighborhood Association.

Instead, committees will only be formed on an ad hoc basis to accomplish specifically defined tasks with set goals, budgets and durations. When those tasks have been completed, the committee will be disbanded. This ensures that committees will only be formed when there is actually something important to do.

Even tasks that recur will have a new committee formed every time that specific tasks need to be done. Since we are an entirely voluntary organization, this will allow members to design and participate in projects that are scaled to the amount of time that they have available. Members who would find it difficult to commit to serving for a year on a standing committee might find it much easier to agree to work on a specific project with a short and specific deadline.

### **1.7 Monthly Meetings.**

Nothing will kill an organization more quickly than poorly run meetings. It is imperative that we have well run meetings that stick to the agenda and to the time limit. We recognize that the ENA is a volunteer organization and the time of its members must be respected. We cannot under any circumstances lose control of our meetings.

Therefore, we have adopted Robert’s Rules of Order, have specified in these bylaws a specific agenda to be followed at monthly meetings, and have designated a specific board member charged with running the meetings. Agendas and time limits must be strictly enforced.

On a conceptual basis it is critical to understand that the monthly meetings are for presentation and approval; they are not “work sessions.” While there is admittedly some gray area between these two types of meetings, the ad hoc committee meetings are the work sessions for the association. Monthly meetings are where the work of the ad hoc committees is presented to the general membership and where the membership approves general decisions. Issues which cannot be quickly resolved during monthly meetings must be referred to ad hoc committees for detailed debate and analysis and then returned to the general meeting with specific recommendations to be voted upon.

Similarly, issues that are not resolved within the time limits established by the agenda will be postponed until the next meeting. To run over is not fair to other members who have prepared their own reports and action items. If the agenda should end early and there are other items which have been postponed, they may be reopened and worked until the scheduled end of the meeting.

## **2. Name and Legal Structure**

### **2.1 Name of the Organization**

The name of this organization is the Edgemoor Neighborhood Association.

It is referred to in this document as the ENA.

### **2.2 Boundaries of the Edgemoor Neighborhood**

The Edgemoor Neighborhood includes all properties within the area bounded

- on the north by Cowgill Road,
- on the east by Chuckanut Road,
- on the south by Briza Court and Sea Pines Lane,
- and on the west by Bellingham Bay.

### **2.3 Incorporation Information**

The Edgemoor Neighborhood Association is incorporated as a Nonprofit Corporation under Chapter 24.03 RCW.

**NOTE: THE FEDERAL TAX ID STATUS OF THE ORGANIZATION HAS NOT YET BEEN RESOLVED.**

**WE ALSO NEED TO REVIEW WHETHER FOR NOT A BUSINESS LICENSE IS ACTUALLY REQUIRED.**

**THE COMPLETE LEGAL STRUCTURE OF THE ENA NEEDS REVIEW BY SOMEONE WITH EXPERIENCE IN THIS AREA.**

## **3. Purpose**

### **3.1 Purpose**

The purpose of the Edgemoor Neighborhood Association (ENA) is:

- to provide a structure for neighbors to come together and talk about common concerns and issues,
- to provide a mechanism for creating neighborhood positions and to make these positions known to government, business and other entities,
- to provide a mechanism for linking with civic groups and other neighborhood associations on issues of wider interest,
- to disseminate information of civic interest and concern to the neighborhood,
- to foster a spirit of community among the people who live in Edgemoor.

## **4. Membership, Dues, and Rights**

### **4.1 Membership**

There are three criteria for membership in the ENA.

Any person who is:

- at least 18 years old, *and*
- either a property owner or a legal resident living within the boundaries of the Edgemoor Neighborhood, *and*
- has paid their annual dues,

will be deemed a member of the Association.

#### **4.2 Annual Dues**

The amount of the annual dues will be reassessed each year and voted on at the December meeting.

While the organization must have sufficient funds to perform its business, the intent is to keep the dues as low as possible so that the amount of dues do not become a significant barrier to membership.

Annual dues cover the calendar year from January 1 to December 31.

Dues are neither pro-rated nor refundable.

#### **4.3 Voting Rights**

Only members can vote at ENA meetings.

Voting by proxy shall not be allowed.

There is no flexibility on the payment of dues. Members may only vote at meetings for which their dues have been paid for that calendar year.

#### **4.4 Speaking Rights**

Any Edgemoor Neighborhood property owner or resident has speaking rights during the monthly meetings.

Individuals who are not Edgemoor Neighborhood property owners or legal residents may speak only if approved by a motion of the members.

#### **4.5 Transition Period From Interim Bylaws**

The ENA was formed in the fall of 2004 and annual dues were collected at that time. These dues will be considered as dues for 2004 and 2005. Members joining during 2005 will pay the \$15 per person dues. Dues for 2006 and ensuing years will be handled as described in these bylaws

## **5. Administrative Officers**

### **5.1 Overview**

There are six administrative officers of the ENA: President, Vice President (President Elect), Treasurer, Secretary, Head of Membership & Communications, and Meeting Facilitator.

## **5.2 Elections**

Administrative officers will be elected for a term of one year at the May monthly meeting. The exception is the Vice President (President Elect) whose election entails serving the first year as Vice President and the second year as President.

Nominations and elections will occur as part of the Special Orders section in the meeting agenda (see the chapter on meetings). Members may be nominated by others or nominate themselves. Officers will be nominated and elected in the order that they are listed in section 5.1. They will take office immediately at the end of that meeting.

## **5.3 Transition Period From Interim Bylaws**

At the May 2005 meeting there will be elections of new officers to replace the interim officers. All six officers will be elected; the interim vice president position was not intended to be a president elect.

## **5.4 Vacancies**

If a Board position is vacant, a new board member will be elected at a monthly meeting and will serve until the next election. The vacancy must be announced at one meeting, with nominations and voting taking place at the following meeting.

## **5.5 Removal**

A member of the Administrative Board may be removed by a two thirds vote at any monthly meeting where a quorum is present.

## **5.6 Duties of the President**

The primary job of the President is to coordinate the work of the other administrative officers in order to ensure that the administrative work of the association is accomplished.

The president will create the agenda for the monthly meeting in accordance with the instructions in the section on meetings.

The president will coordinate a proposed annual budget and submitting it for approval at the January meeting. A revised budget must be presented at the July meeting.

The president will recommend representative(s) to attend the meetings of other civic organizations where the president feels that ENA representation is appropriate. The general membership will vote on these recommendations at monthly meetings. If the time frame does not allow for approval before the next scheduled monthly meeting, the appointed representative may attend the meeting in question.

The president will bring forth suggestions for improved administration of the association to the attention of the membership.

With the exception of approved ad hoc committee work, the President is the first point of contact for outside groups who wish to work with the ENA. On approved ad hoc committee work, the committee will appoint its own spokesperson. The president may appoint others to serve as spokesperson on an as needed basis.

The president is the primary spokesperson for the ENA. On issues of substance, however, the president shall gain a sense of the membership's opinion through discussion at a monthly meeting.

The president is responsible for writing a short letter each month for distribution to the membership updating them on the general business of the association.

### **5.7 Duties of the Vice President (President Elect)**

The person who is elected as Vice President (President Elect) of the ENA is the only officer to serve a two year term. The first year is spent as vice president, the second as president. There is not a separate vote to elect them as president.

The vice president's primary duty is to understand the job of the president and ensure an orderly transition to this position.

The second duty is to serve as liaison with all of the ad hoc committees. The vice president will work with people who want to create a committee to teach them how to do it and will work with existing committees to ensure their smooth operation.

Finally, the vice president will fill in for the president whenever the president is not able to fulfill those duties.

### **5.8 Duties of the Treasurer**

The Treasurer shall maintain all accounting records, receive and disburse funds and prepare financial statements. The Treasurer shall maintain a list of all members in good standing in the Association. The Treasurer shall present an annual financial report at the May meeting.

ONCE THE FINANCIAL AND LEGAL STRUCTURE OF THE ORGANIZATION IS KNOWN, THERE WILL BE SPECIFIC DUTIES FOR THE TREASURER.

The treasurer shall keep the books.

Funds should only be dispersed when they have been released by a motion at a meeting.

The treasurer shall work with the president to create the annual budget.

### **5.9 Duties of the Secretary**

The Secretary shall record and maintain minutes of the monthly meetings and provide copies of said minutes for publication on the website within one week of the meeting.

If the Secretary cannot attend a meeting, then a member of the association must be designated at the beginning of the meeting to be the acting secretary.

The secretary shall maintain all legal documents of the corporation.

### **5.10 Duties of the Head of Membership & Communications**

The head of membership & communications has the following duties:

Maintain mailing, phone, and e-mailing lists. Keep the role of the members and make this list available to the treasurer and other officers as needed.

Direct the work of the webmaster. (See the chapter on the website.)

Propose when necessary the creation of an ad hoc committee to increase membership.

Communicate with membership when necessary through signs and flyers.

### **5.11 Duties of the Meeting Facilitator**

The Vice President of Meeting Facilitation (VPMF) shall preside over the monthly meetings.

The VPMF shall follow the meeting procedures as outlined in the meeting section.

In the event that the VPMF will be absent from a meeting, the VPMF should designate an alternate person to run the meeting.

The VPMF is responsible for getting the key to the meeting facility and opening and locking the room.

## **6. Ad Hoc Committees**

### **6.1 Forming an Ad Hoc Committee**

At each monthly ENA meeting a certain amount of time is set aside for members to announce new concerns and issues. The issues are not debated at this time, but rather explained and the member announces that they are looking to form an ad hoc committee to address the issue.

At least three members must agree to participate on a committee. They then write a simple charter for their ad hoc committee which describes the purpose of the committee, the main activities they

will undertake, their timeline and their budget. This proposal is then sent to the president in time to be included on the agenda for the next monthly meeting (see the chapter on meetings for timing.) Members must get in the habit of reading the agenda before the meeting since copies of the proposal will not be printed out for the meeting.

At the monthly ENA meeting the proposal to form the committee is discussed and then voted on by the membership.

## **6.2 Committee Work**

Once approved, the ad hoc committee is officially sanctioned to meet, develop a position and make a recommendation for action. The committee now enters a research phase where it develops its proposals for action.

At the ENA monthly meeting the action proposals are discussed and voted on. If accepted, the committee is then authorized to take action.

The committee then goes about implementing its recommendations and makes monthly reports back to the monthly membership meetings.

When the committee's work is completed, a short final report is presented at a monthly ENA meeting and the committee is disbanded. It is not the intent of the ENA to have permanent committees. If follow on work is needed, then a new committee should be formed to carry out the new work.

# **7. Monthly Meetings**

## **7.1 Meeting Format**

We run our monthly meetings like a town meeting. We sit in a circle and run the meetings according to an agenda that is fixed in these bylaws rather than determined by the desires of current board members.

## **7.2 Quorum**

10% of the total membership must be present for a quorum.

## **7.3 Schedule and Location**

The ENA shall meet monthly on the 1<sup>st</sup> Thursday of every month from 7 PM to 9 PM. If the meeting falls on a major holiday, then it will be rescheduled at the previous meeting.

The location of the meeting will be at the Fairhaven Pavilion in the Fairhaven Park.

Any changes to the schedule, time or location must be announced on the ENA web site.

#### **7.4 Agenda**

The agenda for the meeting is prepared by the President.

All items to be included on the agenda must be submitted to the President no later than 11 days before the monthly meeting date. All general members, ad hoc committee chairs, and administrative board members who want time on the agenda must have requested time before this. There will always be an open spot on the agenda, however, for additional new business to be raised by any member whether or not they have missed the 11 day deadline.

The president will submit the agenda to the webmaster no later than 9 days before the monthly meeting date.

The agenda will be posted on the ENA web site no later than 7 days before the monthly meeting date.

The president will establish time limits for the meeting.

The meeting facilitator will hold to the time limits established by the agenda.

#### **7.5 Standard Agenda Format**

Each monthly meeting will follow a set agenda.

Call Meeting to Order

Presentation of Invited Speaker (if scheduled)

Establish that a quorum is present.

Establish that the secretary or an interim secretary is present.

Approval of Minutes from Previous meeting

President's Report

Treasurer's Report

Reports by Other Administrative Board Members (as needed)

Ad Hoc Committee Reports

Special Orders (see below)

Unfinished business

New Business

Issues and Concerns

Other Announcements

Adjournment

#### **7.6 Special Orders.**

Special orders is the portion of the meeting that is used for recurring issues that do not happen on a monthly basis.

We have three special orders:

- At the January meeting, the treasurer will present the annual budget for discussion and approval.
- At the May meeting we will nominate and elect our officers.
- At the July meeting, the treasurer will present an update to the annual budget for discussion and approval.

### **7.7 Parliamentary Authority**

The intent of the ENA is to be an informal friendly environment. The formality of the full set of Robert's Rules of Order is not likely to be needed in most occasions, nor is it likely that we are going to have a lot of members who are fully conversant with the 710 pages of rules in the current edition.

Some set of rules is desirable to run the meetings. We will use the rules as defined in Robert's Rules in Plain English. Doris P. Zimmerman. 1997. HarperPerennial.

If this book does not contain sufficient procedures to resolve a meeting issue, then the situation must be postponed to the next meeting and the most current edition of Robert's Rules of Order must be consulted.

## **8. Civic and Community Relations**

### **8.1 Public Declarations of Positions Officially Supported by the Association.**

There are a number of public meetings and forums where the Association will want to advance a position as being supported by the Association. Such positions must have been approved by a majority vote at a monthly membership meeting.

## **9. ENA Website**

### **9.1 Purpose of the Website**

The purpose of the ENA website is to provide easy access for the members to retrieve information about the business of the association. In order to eliminate liability issues, it will carry no other content and its structure is established by this document.

We can only be responsible for content that we control and therefore there will be no links to other sites. We will also not take any advertising because it both obligates us to either real or implied performance levels and also incurs certain liabilities on the association.

THERE NEEDS TO BE A COMMITTEE FORMED TO ESTABLISH THE FORMAT AND CONTENT OF THE WEBSITE. THE RESULTS OF THAT COMMITTEE WILL BE PUBLISHED IN THE FINAL VERSION OF THESE BYLAWS.

## **10. Amendment of the Policies and Procedures**

### **10.1 Procedures to Amend This Document**

The following steps must be used to amend these Policies and Procedures.

1. At a monthly meeting the motion to amend must be brought up during the New Business section of the Agenda. The motion must be moved and seconded. It can then be debated and amended. Amendments to the motion require a majority to pass. The motion itself may not be voted on at this meeting.
2. At the following monthly meeting the motion as amended will be brought up under the Old Business section of the Agenda. The motion may then be debated, amended and voted upon. The amendment requires a majority to pass.

## **11. Budget Format**

A COMMITTEE MUST BE FORMED TO IDENTIFY THE VARIOUS BUDGET REPORTS THAT WILL BE USED BY THE TREASURER. THESE REPORT FORMATS WILL THEN BE INCLUDED IN THIS SECTION.