

BYLAWS OF EDGEMOOR NEIGHBORHOOD ASSOCIATION

Adopted May 5, 2005, Revised March, 2012

**Article 1. NAME AND LEGAL STRUCTURE**

**1.1 NAME OF THE ORGANIZATION**

The name of this organization is Edgemoor Neighborhood Association, referred to in this document as ENA.

**1.2 GOVERNING DOCUMENTS**

ENA is governed, in order of importance, first by the Articles of Incorporation, second by these Bylaws, and last by the Standing Rules of Procedures.

**1.3 PROCEDURES TO AMEND THE BYLAWS AND STANDING RULES**

- (a) These Bylaws may be amended at any ENA membership meeting by a two-thirds (2/3) vote of those members present, provided that the amendment has been submitted in writing at the previous ENA membership meeting.
- (b) The Standing Rules of Procedures shall be reviewed annually by the Board of Directors but may be amended at any meeting of the Board or membership.

**1.4 BOUNDARIES OF THE EDGEMOOR NEIGHBORHOOD**

The Edgemoor Neighborhood, as designated by the City of Bellingham, includes all properties within the area bounded by Cowgill Road on the north, Chuckanut Road on the east, Briza Court and Sea Pines Lane on the south and Bellingham Bay on the west.

**1.5 INCORPORATION INFORMATION**

- (a) The Edgemoor Neighborhood Association is incorporated as a Nonprofit Corporation in the State of Washington under Chapter 24.03 RCW. Washington State UBI Number: 602409568 – Incorporation Date: 7/6/04. This corporation shall have such powers as are generally exercised by non-profit corporations and as are allowed under the laws of the State of Washington regulating such corporations (RCW 24.03). This Article shall be liberally construed and not as a limitation on the powers of the corporation except as such powers are expressly limited by state or federal law.
- (b) IRS EIN Number: 20-1338086
- (c) 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.

**Article 2. PURPOSE**

**2.1 THE ARTICLES OF INCORPORATION OF EDGEMOOR NEIGHBORHOOD ASSOCIATION STATES THE PURPOSE OF THE ORGANIZATION IS:**

- (a) To represent the needs and concerns of residents in the Edgemoor Neighborhood, in the city of Bellingham, Washington
- (b) To improve the quality of life in our neighborhood
- (c) To monitor all civic issues in order to promote the best possible solutions for our neighborhood and the community at large

BYLAWS OF EDGEMOOR NEIGHBORHOOD ASSOCIATION

Adopted May 5, 2005, Revised March, 2012

- (d) To encourage the residents of Edgemoor to actively participate in achieving this purpose

**2.2 IN ORDER TO ACHIEVE THE PURPOSES STATED IN THE ARTICLES OF INCORPORATION, WE SHALL:**

- (a) Provide a structure for neighbors to come together, be informed, and talk about common concerns and issues,
- (b) Provide a mechanism for creating neighborhood positions and to make these positions known to government, business and other entities,
- (c) Provide a mechanism for linking with civic groups and other neighborhood associations on issues of wider interest,
- (d) Disseminate information of civic interest and concern to the neighborhood
- (e) Foster a spirit of community among the people who live in Edgemoor.

**2.3 PROHIBITED ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501( c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Article 3. MEMBERSHIP, DUES, AND VOTING RIGHTS**

**3.1 ELEGIBILITY FOR MEMBERSHIP**

All persons 18 years or older, living in the Edgemoor Neighborhood, owning property or business in the Edgemoor Neighborhood, as defined in the City of Bellingham's comprehensive plan, or within the sphere of influence as defined by the Board of Directors, are eligible for membership.

**3.2 PROCESS TO BECOME A MEMBER**

- (a) Eligible persons may become an ENA member by submitting a completed membership form, paying dues if required in the Standing Rules of Procedure, and by attending at least two meetings within the prior twelve month period, including the current meeting.

**3.3 RIGHTS OF MEMBERS**

- (a) Except as limited by provision (d) within this section, any member shall have the right to speak, make motions, debate, vote, and serve on the Board of Directors
- (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.

BYLAWS OF EDGEMOOR NEIGHBORHOOD ASSOCIATION

Adopted May 5, 2005, Revised March, 2012

- (d) Only one voting member may come from each qualified business, trust, or corporation.

**3.4 ANNUAL DUES**

Dues shall be established in the Standing Rules of Procedure and shall be kept to a minimum to encourage participation in the organization. Annual dues cover the calendar year and are neither pro-rated nor refundable.

**Article 4. MEMBERSHIP MEETINGS**

- (a) Meetings of the membership shall be held at least quarterly and are open to the public. One of these meetings shall be designated as the Annual Meeting.
- (b) The meeting place, day and hour shall be established in the Standing Rules of Procedure
- (c) Notice of meetings shall be provided 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.

**4.1 ANNUAL MEETING**

- (a) The date and place of the Annual Meeting shall be established in the Standing Rules of Procedure
- (b) The purpose of the annual meeting shall be to elect the Board of Directors and to hear 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 4, Section c).

**4.2 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 nine (9) 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 4 Section c. Notice shall include the business for which the special meeting has been called.
- (d) Only business listed in the notice may be conducted at a special meeting.

**4.3 QUORUM**

- (a) The number of ENA members necessary for a quorum shall be established in the Standing Rules of Procedure by the Board of Directors

## BYLAWS OF EDGEMOOR NEIGHBORHOOD ASSOCIATION

Adopted May 5, 2005, Revised March, 2012

- (b) A majority of the Board must be present for a quorum at a Board meeting and any meeting of the Association

### **4.4 MAJORITY VOTE**

Decisions shall be approved by a simple majority, provided there is a quorum present. Voting by proxy shall not be permitted.

### **4.5 PARLIAMENTARY AUTHORITY**

The intent of the ENA is to be an informal, friendly environment. Roberts Rules of Order shall be used when a formal structure is necessary.

### **4.6 ATTENDANCE OF NON-MEMBERS**

Any person not currently a member or not eligible to become a member, may attend meetings and participate in debate if granted the floor by the president. They shall not have the right to vote, make motions or serve on the Board of Directors.

## **Article 5. BOARD OF DIRECTORS**

### **5.1 COMPOSITION**

- (a) The Board of Directors shall consist of no fewer than four (4) and no more than eleven (11) members elected by the membership.
- (b) If there are fewer than 11 members on the Board, the Board has may appoint Standing Committee Chairs to the Board as needed, subject to confirmation by the members at the next membership meeting
- (c) It shall be a goal of the Association to have directors representing as broad a geographical cross-section of the neighborhood as possible.

### **5.2 RESPONSIBILITY**

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

### **5.3 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 in good standing are eligible to run for or serve on the Board of Directors.
- (c) Nominating process: Nominations can be made prior to or at the annual meeting by mail, phone or email to the president.

### **5.4 TERMS OF OFFICE.**

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.

### **5.5 BOARD MEETINGS**

- (a) Regular meetings of the Board of Directors shall be held no less than every three months. It is recommended that the Board meet prior to the quarterly Membership meeting for planning purposes.
- (b) 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.
- (c) Special meetings of the Board may be called by the president or by two directors with five days notice to all Board members.
- (d) The Board of Directors may (1) 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 (2) 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.

### **5.6 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 require the director to abstain from voting on a particular matter.

### **5.7 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.

### **5.8 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.

BYLAWS OF EDGEMOOR NEIGHBORHOOD ASSOCIATION  
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**Article 6. OFFICERS**

The officers of the Association shall be President, Vice President, Secretary, Treasurer and MNAC Representative. A person may hold more than one position.

**6.1 ELECTION OF OFFICERS**

Immediately following the annual meeting, the Board shall elect officers from within its own membership.

**6.2 TERM OF OFFICE**

- (a) Officers shall take office immediately after election by the Board and shall serve for two years or until their successors are elected.
- (b) Officers may serve consecutive terms in the same office.
- (c) To provide continuity within the organization, terms shall be staggered with one half of the officers elected each year. It is recommended the President and Secretary be elected in the same year and the Vice President and Treasurer be elected the following year.

**6.3 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.

**6.4 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 as set forth in Article 8.1. 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 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, or she may assign these duties to a Membership Chair. The secretary shall perform such other duties applicable to the office, as assigned, or as directed by the president, membership or Board.

BYLAWS OF EDGEMOOR NEIGHBORHOOD ASSOCIATION

Adopted May 5, 2005, Revised March, 2012

- (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.
- (e) THE MAYOR'S NEIGHBORHOOD ADVISORY COMMITTEE (MNAC) REPRESENTATIVE shall attend MNAC meetings and report at Board and membership meetings.

**Article 7. STANDING AND AD HOC COMMITTEES**

Standing and Ad Hoc Committees may be formed at any time by a majority vote of the Board. At least two members must agree to participate on a committee and submit a simple charter which describes the purpose of the committee, timeline and budget.

- (a) Standing Committees are permanent committees of the organization and shall be designated in the Standing Rules of Procedure. Committee chairs and members must be ENA members in good standing.
- (b) Committees without a chairperson will move to inactive status.

**Article 8. CIVIC AND COMMUNITY RELATIONS**

**8.1 PUBLIC DECLARATIONS OF POSITIONS OFFICIALLY SUPPORTED BY THE ASSOCIATION.**

- (a) 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 and spokesman must have been approved by a majority vote at a membership meeting.
- (b) Prior notification to the membership of positions and supporting documentation is required before requesting a vote of approval at a membership meeting.

**Article 9. INDEMNIFICATION**

Edgemoor Neighborhood Association agrees to indemnify and hold harmless each Board member from and against all costs, losses, liabilities, damages, claims, and expenses (including attorney fees as incurred at trial and on appeal) arising from actions or interactions taken or omitted in his or her capacity as a Board member, including, without limitation, actions taken or omitted by the Board member consistent with these Bylaws and in furtherance of the business or affairs of Edgemoor Neighborhood Association. The satisfaction of any indemnification of the Board members under this Section will be from, and limited to, Edgemoor Neighborhood Association assets, and the Edgemoor Neighborhood Association members shall not have any personal liability on account thereof.