

Bylaws of Edgemoor Neighborhood Association
Adopted 5-5-05, Amended 9-6-07

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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 Boundaries of the Edgemoor Neighborhood

The Edgemoor Neighborhood, as designated by the City of Bellingham, 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

1.3 Incorporation Information

- 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.
- IRS EIN Number: 20-1338086
- 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

The Articles of Incorporation of Edgemoor Neighborhood Association states the purpose of the organization is:

- To represent the needs and concerns of residents in the Edgemoor Neighborhood, in the city of Bellingham, Washington
- To improve the quality of life in our neighborhood
- To monitor all civic issues in order to promote the best possible solutions for our neighborhood and the community at large
- To encourage the residents of Edgemoor to actively participate in achieving this purpose

In order to achieve the purposes stated in the Articles of Incorporation, we shall:

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

Article 2.1 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 Membership

Any person who is:

- at least 18 years old, and
 - either a property owner, business operator (individual who is the onsite manager of a business operating within the neighborhood), 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.

3.2 Annual Dues

The amount of the annual dues will be reassessed by the Board of Directors each year and voted on at the ENA Annual Membership Meeting.

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

Dues are neither pro-rated nor refundable.

3.3 Voting Rights

- In order to cast a vote on any issue or at any election at the general association meetings, members must be current in their annual dues.
- Voting by proxy shall not be allowed.
- One vote per paid membership

3.4 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 at the discretion of the President.

Article 4. Board of Directors

4.1 Overview

- The business and affairs of the Association shall be managed by the Board of Directors according to the direction of the membership. The duty of the Board shall be to carry out the purposes of the Association.
- The Directors shall be members of the Edgemoor Neighborhood Association. A director's term of office will be two years except for the first organizational year when the President and Secretary will run for one-year terms.
- It shall be the goal of the organization to have directors representing as broad a geographic cross-section of the neighborhood as possible.

4.2 Elections

- Board of Directors of ENA is comprised of the President, Vice President, Treasurer, Secretary, Standing Committee Chairs and Neighborhood Representative to the Mayor.
- The Board of Directors will be elected at the ENA Annual Membership Meeting by majority vote of members present. *Conflict w/ 7.2?*
- Newly elected board members will take office immediately at the end of the annual meeting.

4.3 Nominating Committee

A nomination committee of three members shall be appointed by the Board at least 60 days prior to the annual meeting. A list of members in good standing willing to serve as board members shall be published at least 30 days prior to the annual meeting.

4.4 Transition Period From Interim Bylaws

At the annual 2005 meeting there will be elections of new directors to replace the interim Board of Directors.

4.5 Vacancies

If a board position is vacant, a new director will be elected by the Board and will serve until the next election.

4.6 Removal

Any elected board member may be removed from office for good cause. Removal shall be debated by the Board and shall require a two-thirds (2/3) vote at a board meeting, providing that a resolution proposing the consideration of the removal has been adopted at a preceding meeting and that notice of the vote for removal has been included in the call to the meeting at which the vote shall take place.

Any director may resign at any time giving written notice to the Board. Unless otherwise specified in such notice, the resignation shall be effective upon delivery to the Board.

4.7 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 as prescribed by the adopted parliamentary authority. The President or his/her designee is the person authorized to make official statements on behalf of the Association to groups, organizations and official entities.

4.8 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 map showing neighborhood boundaries.

4.9 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 a year-end financial report at the annual meeting. Funds should only be dispersed when they have been released by a motion at a meeting.
- The Treasurer shall work with the Finance Committee to create the annual budget.
- The Treasurer shall prepare the annual tax return for the IRS.

4.10 Duties of the Secretary

The Secretary shall record and maintain minutes of board and membership meetings and provide copies of said minutes for publication to the membership within one week after 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 take minutes. The Secretary shall maintain all legal documents of the corporation.

4.11 Duties of the Parliamentarian

The Parliamentarian shall assist with the monthly ENA meetings. In the event that the Parliamentarian will be absent from a meeting, the President shall designate an alternate.

4.12 Neighborhood Representative to the Mayor's Advisory Commission: The Edgemoor Neighborhood Representative to the Mayor's Advisory Commission shall be a member of the Board with approval of the membership.

4.13 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.

Article 5. Standing and Ad Hoc Committees

Committee chairs and members must be ENA members in good standing.

5.1 Standing Committees

Standing Committees are permanent committees of the organization.

5.2 Membership Committee

Maintain a membership list complete with address, phone, and e-mail address. Encourage membership and participation in the organization.

5.3 Communications Committee

Maintain effective communications with membership through website content, monthly newsletter, signs and flyers or other means.

5.4 Growth and Land Use Committee

- Stay informed of growth and land use issues affecting Edgemoor
- Educate the membership on these issues
- Recommend possible positions

5.5 Safety Committee

- Provide a forum for discussing safety issues affecting the neighborhood
- Recommend possible solutions

5.6 Hospitality Committee

Promote hospitality opportunities for residents of Edgemoor neighborhood

5.7 Finance Committee

The Finance Committee consists of the Committee Chairs. The Finance Committee works with the Treasurer to develop and manage the annual budget.

Article 6. Ad Hoc Committees

6.1 Forming an Ad Hoc Committee

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

Article 7. Board and Membership meetings

7.1 Meeting Schedule

The Board shall meet monthly at a time and place designated by the President. All Board meetings are open to the membership. General membership meetings, shall be held at least quarterly. General membership meetings are open to the public. Notice in advance of general membership meetings shall be provided to neighborhood stakeholders through published newspaper notice and at least one of the following: general mailings, electronic media, delivered handbills or flyers, other media notices and/or notices and signs posted prominently throughout the neighborhood. Each fall the membership meeting shall be an Annual Meeting. Special meetings of the Board may be called by the President or by two or more Directors on 24 hours notice to each of the Directors.

7.2 Quorum

- A majority of the Board must be present for a quorum at a Board Meeting.
- 15% of the total membership must be present for a quorum at an ENA Membership Meeting. *except w/ 4.2?*

7.3 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.

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 and spokesman must have been approved by a majority vote at a monthly membership meeting.

*currently no way
to determine those
qualified to vote
practice / Bylaws*

Article 9. Procedures to Amend the Bylaws

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.

Article 10. 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.