

BYLAWS

OF

EASTSIDE NEIGHBORHOOD ASSOCIATION

ORIGINAL DATE	09/15/83
AMENDED ( <u>underline</u> )	1985
AMENDED ( <i>italics</i> )	09/26/90
AMENDED ( <b>bold</b> )	11/27/90
AMENDED ( <b>bold/underline</b> )	03/24/92

Current as amended March 24, 1992.

[Signed]

Darlene Kaps,  
President

[Signed]

Robert L. Narby,  
Vice-President

## ARTICLE 1

### Name

1.1 Name. The name of the Association shall be the Eastside Neighborhood Association (hereinafter referred to as "the Association.")

## ARTICLE 2

### Membership

2.1 Class of Members. The Association shall have one class of members. To be eligible to be a member, one must reside within or own property or a business within the geographic area located in Thurston County, Washington, that is bordered by 4th Avenue, Pacific Avenue, Boulevard Road, 7th Avenue, Chambers Street, 9th Avenue, Steele Street, Interstate 5, and Eastside Street.

2.2 Establishment of Membership. An eligible individual will qualify for membership by submitting his/her name, address, and telephone number to the Association.

2.3 Membership List. The Secretary shall keep a list of all the members.

2.4 Voting Rights. Each member over age 18 shall be entitled to one vote on each matter submitted to a vote of the members, and no voting by proxy shall be allowed.

2.5 Termination of Membership. Membership shall automatically terminate when one no longer resides or owns property or a business within the designated area, or when a member expresses to the Association an unwillingness to be a member, which expression may, however, be revoked.

2.6 Official Map. An officially adopted map of the neighborhood area, establishing boundaries for qualifying membership, shall be kept on file at the registered office of the principal office of the Association.

## ARTICLE 3

### Meetings of Members

3.1 Annual Meeting. An annual meeting of the members shall be held each year during the month of February. The date and time of such meeting shall be determined by the Board of Directors. One of the purposes of the annual meeting shall be the election of members or the Board of Directors.

3.2 Special meetings. Special meetings of the members may be called by the President or a majority of the Board of Directors.

3.3 Place of Meetings. The place of all meetings of the members shall be determined by a majority of the Board of Directors.

3.4 Notice of Meetings of Members. Written or printed notice stating the place, day and hour of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered **not less than 48 hours before the meeting** to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each member of the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and **48 hours** prior to the next succeeding regular meeting and at any time when requested by a member or by any such other notice as may be prescribed by the Bylaws.

3.5 Order of Business at Annual Meeting. The order of business at the annual meeting of the members shall be as follows:

- (a) Reading of minutes of last preceding meeting;
- (b) Report of President;
- (c) Report of Treasurer;
- (d) Election of Board Members;
- (e) Transaction of other business mentioned in the notice;  
and,
- (f) Adjournment;

providing that the presiding officer, in the absence of any objection, may vary the order of business at his or her discretion.

3.6: Quorum of Membership. At any meeting of the membership of the Association, twenty-five members shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present shall

be necessary for the adoption of any matter voted upon by the members.

## ARTICLE 4

### Board of Directors

4.1 Number of Members. The business, property and affairs of this Association shall be managed by a Board of Directors. The Board of Directors shall consist of no fewer than ten nor greater than twenty members. All board members must be members of the Association and will be expected to attend general meetings.

4.2 Vacancies. Vacancies on the Board of Directors shall be filled by the vote of the majority of the Board. Directors so elected shall be elected for the unexpired term of their predecessors.

4.3 Nominating Committee. At a regular meeting not less than 30 days preceding the annual meeting, the Board shall appoint a Nominating Committee of at least three members.

- (a) The Nominating Committee shall present to the annual meeting a slate of one or more nominees for each directorship.
- (b) Nominations may also be made from the floor.
- (c) Before making a nomination, members, as well as the Nominating Committee, shall obtain the consent of the member to be nominated.

4.4 Election of Board Members. Board members shall be elected for two-year terms by a vote of the participating members at the annual meeting. Board members/ terms will be staggered, that is, one-half of the Board shall be elected at each annual meeting. There shall be no limit on consecutive terms served by Directors.

4.5 Removal of Board Members. A Board member may be removed from his/her position by a majority vote of the Board if the person under question has: (1) Led or taken part in activities detrimental to the purpose of the Association; (2) Been negligent in carrying out the responsibilities of his/her office; (3) Been absent from three consecutive meetings without reasonable cause; or (4) Is no longer physically or mentally able to fulfill the duties of his/her position.

4.6 Quorum. One-third of the number of Directors elected or appointed shall constitute a quorum of the transaction of business. The action of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

4.7 Meetings. The annual meeting of the Board of Directors shall be held within 30 days after the annual membership meeting. Special meetings of the Board may be held at any time whenever called by the President or Secretary or any five or more directors.

4.8 Place of Meetings. The location of all meetings of the Board shall be determined by a majority of the Board of Directors.

4.9 Notice of Meetings. Board members shall receive at least five days oral or written notice of meetings.

## **ARTICLE 5**

### Officers

5.1 Officers Enumerated. The officers of the Association shall be a President, a vice-president, a Secretary, and a Treasurer, each of whom shall be annually elected by the Board of Directors, and shall serve until their successors are duly elected and qualified. Any two or more offices may be held by the same person, except the office of President and Secretary. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe. All officers shall be members of the Board of Directors.

5.2 President. The President shall exercise the usual executive power pertaining to the office of President. He or she shall preside at the meeting of the Board of Directors and of the membership.

5.3 Vice President. In the absence or disability of the President, the vice-president shall perform such other duties as may be assigned by the Board of Directors.

5.4 Secretary. It shall be the duty of the Secretary to keep records of the proceedings of the Board of Directors and of the membership, to administer the membership register, and, when requested to do so by the President, to sign and execute with

the President all deeds, bonds, contracts, and other obligations or instruments, in the name of the Association.

5.5 Treasurer. The Treasurer shall have the care and custody of and be responsible for all funds and investments of the Association, and shall cause to be kept regular books of account. He or she shall cause to be deposited all funds and other valuable effects in the name of the Association in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Board, and whenever requested by them, provide an account of all his or her transactions as treasurer and of the financial condition of the Association.

5.6 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

5.7 Removal. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Association will be served thereby.

## **ARTICLE 6**

### Distribution of Assets on Dissolution

6.1 Dissolution. Upon Dissolution of the Association, or the winding up of its affairs, all the remaining assets of the Association shall be distributed by the Board of Directors to another entity or organization to be used for purposes similar to the purposes of this Association.

## **ARTICLE 7**

### Actions by Written Consent

7.1 In General. Any corporate action required or permitted by the Articles of Incorporation or Bylaws, or by the laws of the State of Washington, with the exception of election or renewal of officers or Board members, may be taken without a meeting if written or oral consent is obtained in advance from a majority of the Board of Directors. The action, and the names of Board members who voted for or against such action, will be reported to the next meeting of the Board of Directors by the Board member initiating said action.

## ARTICLE 8

### Dues

8.1 In General. The Board of Directors may determine the amount of dues per calendar year that may be asked from each member. Said amount shall be subject to membership approval, and payment of it shall not be a prerequisite to continued membership in the Association.

## ARTICLE 9

### Administrative and Financial Provisions

9.1 Fiscal Year. The fiscal year of the Association shall be the calendar year.

9.2 Loans Prohibited. No loans shall be made by the Association to any officer, director or member.

9.3 Books and Records. The Association shall keep current and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office a register of the names and addresses of its members entitled to vote. All books and records of the Association may be inspected by any active member, or his/her agent or attorney, for any proper purpose at any reasonable time.

9.4 Amendments of Bylaws. New Bylaws may be adopted and existing Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board of Directors at any annual or special meeting of the Board.

9.5 Rules and Procedure. The rules of procedure at meetings of the membership and of the Board of Directors of the Association shall be the rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or with any resolution of the Board of Directors.