

**ELLSWORTH SPRINGS NEIGHBORHOOD ASSOCIATION, INC.**  
**(A Non-Profit Washington Corporation)**

**BY - LAWS**

Created May 28, 1992  
Revised March 18, 1993  
Revised February 12, 1997

**ARTICLE I - NAME**

1. The name of this neighborhood association shall be the ELLSWORTH SPRINGS NEIGHBORHOOD ASSOCIATION, referred to here-in-after as the "Association".
2. The name of the Association acknowledges the historic importance of the natural springs in the area known as Ellsworth Springs and recognizes Ellsworth School which serves this neighborhood.

**ARTICLE II - ORGANIZATION & CORPORATE REGISTRATION**

1. Organization  
The Association shall be organized as a neighborhood association, governed by a Board of Directors elected by the Membership and run by Officers elected by the Board of Directors.
2. Governing Statutes  
The Association shall be organized under, and governed by, applicable statutes of the State of Washington, Clark County and the City of Vancouver, and shall conduct itself and its business in accordance with said statutes, and Federal statutes as applicable.
3. Non-profit Status & Registration  
The Association shall be registered with, and in accordance with, the requirements of the Secretary of State, Corporations Division, State of Washington, as a non-profit (neighborhood) association.
4. Tax Liability  
The Association shall endeavor to conduct its business and activities such that the Association does not incur Federal, State or local tax liability of whatever nature.
5. Conduct of Business  
The Association shall conduct its business in accordance with Roberts Rules of Order, latest edition, which shall govern in all cases except where they conflict with these By-Laws.

**ARTICLE III - BY-LAWS**

1. Governing By-Laws  
The Association shall be governed by these By-Laws, the current edition, as they may be amended from time to time by a simple majority vote of the Associate Membership at an Annual Meeting. The By-Laws which bear the most recent calendar date shall be considered the current By-Laws
2. Filing By-Laws  
A current set of By-Laws shall be filed with the State of Washington Corporations Division, the Vancouver Office of Neighborhoods and the Clark County Neighborhood Association.

## **By-Laws of the Ellsworth Springs Neighborhood Association**

### **3. Duty To Act Without Outside Undue Influence**

The Association shall in all cases act of its own volition by a simple majority vote of the Board of Directors, or of the Association Membership as the Board may deem appropriate, in conducting its business and shall not allow itself to be unduly influenced by outside influence from any public agency or private entity, including the extent to which the Association may elect to accede to or comply with the non-statutory requirements of a public agency as same may pertain to the formation, activities and conduct of Association business, provided, however, that the Association shall at all times act lawfully.

### **4. Duty To Association**

The Membership and its Board of Directors and Officers, when acting on behalf of or for the Association, are bound herewith in duty to represent to the maximum extent feasible and reasonable the best interests of this neighborhood, and not of any other neighborhood or public agency or private entity.

## **ARTICLE IV - BOUNDARIES**

### **1. All that area within the geographic boundaries described below shall be the neighborhood of the Association:**

1.1 On the north: S.E. Mill Plain Boulevard

1.2 On the east: Federal Interstate 205

1.3 On the south: State Route 14

1.4 On the west: S.E. 98th Avenue beginning at Mill Plain Boulevard and running south along the centerline of S.E. 98th Avenue to S.E. 12th Street, and thence west along the centerline of S.E. 12th Street past S.E. 95th Avenue and terminating at the east property line of the City of Vancouver property known as Ellsworth Springs, and thence south along said City property line to State Route 14.

## **ARTICLE V - PURPOSE**

### **1. The Association is committed to promote, preserve, protect and enhance the quality and liveability of the neighborhood environment for the enjoyment, safety and peace of the Members, by the following means:**

1.1 Encourage all neighborhood residents, property and business owners to participate in the Association and its activities and provide a neighborhood based forum through which Members can express their concerns, interests and talents for the common good.

1.2 Foster proactive cooperation and open communication between Association Members, the Board of Directors and the Officers to achieve common goals.

1.3 Inform Members in a timely manner of important issues affecting the neighborhood, and solicit their involvement and participation.

1.4 Proactively represent neighborhood interests and concerns, and establish, foster and maintain open communication and information exchange with public agencies.

1.5 Work cooperatively and seek alliances with other neighborhood associations to serve common needs.

1.6 Facilitate as appropriate the resolution of Members' neighborhood-related problems, concerns and conflicts, and promote neighborhood safety and security.

# By-Laws of the Ellsworth Springs Neighborhood Association

## ARTICLE VI - VALUES

1. By voluntarily participating in the activities of the Association, the Association's Members, Board Members and Officers individually and collectively commit themselves as follows:
  - 1.1 To represent, support and promote the best and common interests, as they understand them, of the neighborhood.
  - 1.2 To respect and encourage the diversity of the neighborhood and its residents, and to discourage discrimination and prejudice against others.
  - 1.3 To embrace a neighborhood environment that nurtures responsible ideas, experiences and creative self-expression from people of diverse cultures, lifestyles and backgrounds.
  - 1.4 To value each other as individuals and treat each other with dignity, respect and consideration.
  - 1.5 To build productive relationships and promote flexibility and cooperation as the keys to consensus and achievement.

## ARTICLE VII - MEMBERSHIP REQUIREMENTS & VOTING

### 1. Membership Qualifications

Members of the Association must reside in, or own property within, or own a business within the neighborhood boundaries.

- 1.1 A "resident" is defined as a person residing in a single or multi-family residence, including an apartment. There is no minimum residency period requirement. A "residence" is defined as a single family home or a single multi-family (apartment) or condominium dwelling unit.
- 1.2 A "property owner" is defined as the Owner of Record of a tax lot, as listed on the Clark County tax rolls. Property owners include owners of single family residences, multi-family housing, condominiums, religious facilities, businesses and publicly-owned facilities. A property owner does not have to live in the neighborhood to be an Association Member.
- 1.3 A "business owner" is defined as the owner of a business requiring a local business license, regardless of whether the business owns the property at which the business is conducted. A home-based business is considered a resident.
- 1.4 There are no other restrictions of whatever nature against Membership in the Association, other than those stated in this Part VII, 1., including no restrictions based on citizenship or resident alien status or restrictions that discriminate against protected classes.

### 2. Membership Automatic

All persons of all ages who are residents or property owners or business owners within the neighborhood boundaries are automatically Members of the Association. No action is required by them in order to become Members.

### 3. Membership Participation

All Members may participate in all Association activities, except as limited by Article VII, Part 4. below.

### 4. Membership Rights

Members of the Association (defined above as resident non-property owners (renters), resident property owners, and non-resident property and business owners) over the age of eighteen (18) are entitled to certain rights:

## By-Laws of the Ellsworth Springs Neighborhood Association

- 4.1 Members at least eighteen (18) but less than twenty-one (21) years of age:
- 4.1.1 May vote in straw polls, where-in all members of a residence or household, and all owners of a property or a business are encouraged to vote.
  - 4.1.2 May vote as "head of household" if a resident, or as owner of a property or business, on issues and business brought before the Membership by the Board of Directors, providing, however, that in all cases only one (1) vote per residence or household, or one (1) vote per property owner or business owner, will be allowed.
  - 4.1.3 May serve on Association Committees, Task Forces and other bodies appointed by the Board.
- 4.2 Members twenty-one (21) years of age or older, in addition to the rights in Part 4.1 above:
- 4.2.1 Are eligible to volunteer to be nominated to run for a position on and serve on the Board of Directors, provided they have been resident in or owned property or a business within the boundaries of the neighborhood for at least one (1) year.
  - 4.2.2 If elected to the Board of Directors, and after having served on the Board for at least one (1) year (unless such period of service be waived by the Board), may be nominated to run for a position as an Officer of the Association.

### 5 Voting

- 5.1 On "straw" or opinion polls and other unofficial votes by the Membership taken at a General Meeting, no majority is required; such votes may be conducted by the Board to inform the Board and the Membership of the opinions of the Members present regarding an issue under discussion and are non-binding upon the Board.
- 5.2 On official Association business brought before the Membership by the Board, a simple majority of one (1) vote shall be required to pass a motion at a General Meeting.
- 5.3 No minimum number of Association Members must be present at a General Meeting in order to vote on a motion except as called for in Article IX, Part 10.2 below. In the absence of any Association Members at a General Meeting, the Board, if a quorum be present, may elect to vote on business at hand on behalf of the Membership, and in such case may pass or reject motions by a simple majority of one (1) vote. If no Board quorum be present, then no vote may be taken at that meeting.

### 6. Removal Of Members & Termination Of Membership

The Association shall not have the authority to bar or remove a resident, property or business owner from Membership in the Association, except that if a person no longer reside within or own property within or operate a business within the neighborhood boundaries, then that person shall automatically cease to be an Association Member and shall no longer be able to vote or conduct Association business, or serve on the Association Board of Directors or as an Association Officer.

## ARTICLE VIII - FUNDING

### 1. Free Membership

Membership in the Association is free and no dues shall be required to be paid by the Members to the Association. However, the Association retains the right to conduct fund raisers or other events at which it charges entry or other fees to Members, or sells items to Members, in order to raise money for the Association.

### 2. Funding By Donations & Fund-raisers

Such funding as the Association may receive shall be obtained solely from fund-raisers and voluntary donations. The Association may accept lawful donations from any source in addition to voluntary Membership donations.

## By-Laws of the Ellsworth Springs Neighborhood Association

### 3. Incurring Financial Liability Not Allowed

The Association, its Officers and Directors, may not borrow funds or otherwise incur financial liability of whatever nature against or on behalf of the Association.

### 4. Ownership Of Funds

All funds collected or received by the Association belong solely to the Association and will not be returned to the Membership or others under any circumstances except as may be required by law. In the event of the termination of the Association, all funds remaining in the Association's possession at the time shall be donated to a Clark County non-denominational charity of the Board's choosing.

### 5. Custody Of Funds

Association funds shall be kept in the custody of the Treasurer in account(s) at a bank, savings and loan association or credit union as the Board shall direct, except as the Board may authorize otherwise.

### 6. Management Of Funds

The Board shall manage Association funds in a timely and prudent manner and account for same to the Membership upon reasonable notice or request, and at the Annual Meeting.

## ARTICLE IX - BOARD OF DIRECTORS

### 1. Qualifications

1.1 Members are expected to expend the time and effort required to serve on the Board of Directors.

1.2 Members must be at least twenty-one (21) years of age in order to be nominated to run for a position on the Board.

1.3 Members must have resided in, or owned a property or business within the boundaries of the neighborhood for a period of at least one (1) year prior to running for a position on the Board.

1.4 No more than one member of a family, or one owner of a multi-owner property or business, shall serve on the Board at the same time. A family member is defined as any related person (relative) residing in the same household.

### 2. Size Of Board

The Board of Directors shall consist of not more than fifteen (15) nor less than seven (7) members.

### 3. Voluntary Unpaid Service

Service on the Board of Directors is voluntary; no compensation either in money, goods or services shall be paid to Board Members for their services.

### 4. Time Of Election

Board Members shall be elected at the Annual Meeting held during the first quarter of each year. The Board shall set the time of the Annual Meeting.

### 5. Method Of Election

#### 5.1 By Nominating Committee

Prior to the Annual Meeting, the President may appoint a Nominating Committee of at least three (3) existing Board Members who shall prepare a slate of qualified Members to run for Board positions for the following year, and present the slate of Members for election by the Membership in attendance at the Annual Meeting.

## By-Laws of the Ellsworth Springs Neighborhood Association

### 5.2 By Board Action

At the Board's discretion, the Board may dispense with a Nominating Committee and directly nominate a slate of qualified Members to run for Board positions for the following year.

### 6. Term Of Office

The term of office of each Board Member shall be one (1) year, extending from the time of her/his election at the Annual Meeting until said Board Member is re-elected or replaced (voted out of office) at the next Annual Meeting, or resigns or is removed by the Board. There is no limit on the number of consecutive terms a Board Member may serve, but a Board Member must be re-elected by a simple majority vote of the Membership at the Annual Meeting in order to serve a consecutive term.

### 7. Duties

7.1 Attend Board, Executive, Special, Annual and General Meetings. Absences must be excused by an Officer prior to a meeting date.

7.2 Transact Association business by resolution including the expenditure of Association funds.

7.3 Create and serve on Task Force Committees, Advisory Committees and other committees as determined by the Board, and oversee, monitor and approve of the work of all committees.

7.4 Publish a newsletter for distribution to Association Members at such times and in a manner determined by the Board.

7.5 Conduct a minimum of one (1) Board Meeting each quarter and an Annual Meeting during the first quarter of each year. Conduct such additional Board, Executive (officers) and General Membership Meetings as the Board deems necessary.

### 3. Voting

8.1 A quorum must be present at a Board Meeting in order for the Board to pass motions by resolution and conduct its business.

8.2 A Quorum shall consist of 4 Board Members present when the Board numbers 7 members, 5 with a Board of 9, 6 with a Board of 10 or 11, 7 with a Board of 12 or 13, and 8 with a Board of 14 or 15.

8.3 Excused Board Members may vote by written proxy delivered to the Board at or prior to any scheduled Board Meeting, or by telephone vote to the President at or prior to such Meeting.

8.4 A simple majority of one (1) vote is required to pass a motion and enact a resolution.

### 9. Addition Of Board Members; Suspend Business; Terminate Association

9.1 If the Membership shall not elect a minimum of seven (7) Board Members at the Annual Meeting, then those Board Members who have been elected must themselves elect additional Board Members from the slate of nominated Board Members such that the Board shall have a minimum of seven (7) Members.

9.2 If, following an Annual Meeting and before the next Annual Meeting, the number of Board Members shall be less than fifteen (15), the President shall have the option to appoint additional Board Members to the Board, selected from qualified Association Members of the President's choosing who have volunteered to serve on the Board, so long as the total Board does not exceed fifteen (15) members. Such appointments must be approved by a simple majority vote by the existing Board members at the next scheduled Board Meeting at which a quorum is present.

## By-Laws of the Ellsworth Springs Neighborhood Association

- 9.3 Additional Board Members may also be added to the Board, up to the maximum of fifteen (15) members, without appointment by the President, from qualified Association Members who have volunteered to serve, and who are approved by a simple majority vote of the existing Board members at a Board Meeting at which a quorum is present.
- 9.4 Notwithstanding Parts 9.1 through 9.3 above, there shall be no requirement that the President or the Board must add Board Members when the Board numbers less than fifteen (15) members so long as it has at least seven (7) members.
- 9.5 In the event the Board numbers less than seven (7) Members and no qualified Association Member(s) can be found who is/are willing to serve on the Board such that the Board will have at least seven (7) Members, then the Board must take one of the following actions:
- 9.5.1 Temporarily rescind the one (1) year residency or property or business ownership qualification, but no other qualification, in order to obtain at least seven (7) Members on the Board; or,
  - 9.5.2 Operate with fewer than seven (7) Members until the next General or Annual Meeting. If the Board elects to operate with fewer than seven (7) Members, it must have at least a minimum of five (5) Members, four (4) of which shall serve as the Executive Officers. If a minimum five (5) Members does not exist, then the Board must elect either to suspend its business or to terminate the Association, whichever the Board shall decide.
  - 9.5.3 Should the Board elect to suspend all business of the Association, said suspension shall extend until the next General or Annual Meeting or for a period of not more than one (1) year, whichever the Board shall decide. At the next regular General Meeting, but no later than the next Annual Meeting, the Board shall endeavor to obtain sufficient additional Board Members to raise its number to seven (7) or more. In the event the number of Board Members cannot be raised to seven (7) at the next Annual Meeting, or at the end of the one (1) year period at the latest, then the Board shall, by formal resolution, permanently terminate the Association.
  - 9.5.4 Should the Board elect to terminate the Association, the Officers shall inform in writing the Corporation Division, Secretary of State, State of Washington, and also inform in writing the appropriate Clark County and City of Vancouver Agencies. The Board shall arrange at their discretion for the disposition of Association records and papers. All funds remaining in the Association's account(s) shall be turned over to a non-denominational Clark County charity of the Board's choosing.

### 10. Removal Of Board Members

- 10.1 A Board Member who has three (3) consecutive absences from Board Meetings without proper notice to an Officer shall be considered "inactive". Inactive Board Members shall be automatically removed from the Board.
- 10.2 At any General Meeting, any Board Member may be removed by a simple majority vote providing there are a minimum of thirty (30) Members present, including Board Members of which there must be a quorum. In this event, a Board Member whose removal has been proposed shall be given the opportunity to speak on her/his own behalf prior to such vote being taken. The vote may be called for at a General Meeting by either the Board or the Membership.
- 10.3 A Board Member may resign without prejudice at any time of her/his own volition.
- 10.4 Nothing shall preclude a former Board Member removed due to inactive status, or who has been removed at a General Meeting by majority vote, or who has resigned, from being eligible to again volunteer to be

## **By-Laws of the Ellsworth Springs Neighborhood Association**

nominated to run for a position on the Board, provided the former Member otherwise meets the By-Laws qualifications to serve on the Board.

### **11. Insurance**

The Board, at its sole discretion and using Association funds, may elect to purchase Directors and Officers Insurance and/or Liability insurance.

## **ARTICLE X - EXECUTIVE BOARD (OFFICERS)**

### **1. Election of Officers**

1.1 Officers, also called the Executive Board, shall be elected from, and by, the Board Members at the first Board Meeting following each Annual Meeting which Meeting shall take place within ten (10) days of the Annual Meeting.

1.2 Officers Shall be President, Vice-President, Secretary and Treasurer.

1.3 The President may appoint a Board Member to fill an Office vacancy on an interim pro-tem basis until the election of a new Officer by the Board. Association business conducted by pro-tem Officers shall have the same force and legitimacy as that conducted by elected Officers.

## **ARTICLE XI - DUTIES OF OFFICERS**

### **1. President**

1.1 The President shall preside over all meetings of the Association, the Executive Board (officers), and the Board of Directors; shall perform duties assigned by the Board of Directors; shall coordinate and oversee the work of Officers, advisory committees and task forces and other committees; and shall be an ex-officio member of all advisory committees and task forces and other committees.

1.2 When a tie vote occurs at any meeting, the President may vote to give a majority to either the yea or nay side of the issue being voted on, or the President may abstain from voting. If the President abstains from voting, the tie vote shall stand and the motion then being voted on shall be defeated and shall not carry.

1.3 The President shall act as Parliamentarian and shall rule on procedures in accordance with Robert's Rules of Order, latest edition; the rule of the President as Parliamentarian shall be final.

### **2. Vice-president**

2.1 The Vice-president shall perform the duties of the President in his/her absence.

2.2 The Vice-president shall audit the Treasurer's books at calendar year end and report audit to the Board.

### **3. Secretary**

3.1 The Secretary shall schedule meetings and shall take and keep minutes of all meetings.

3.2 The Secretary shall generally handle mail, correspondence and documents, serve as Keeper of Records, coordinate when directed with public agencies and other entities, and perform other similar duties as assigned by the Board.



## **By-Laws of the Ellsworth Springs Neighborhood Association**

### **4. Treasurer**

- 4.1 The Treasurer shall have custody of all Association funds, shall keep full and accurate account of receipts and expenditures, shall have all checks and vouchers over an amount designated by resolution of the Board co-signed by the President, shall have prior Board approval for expenditures over an amount designated by resolution of the Board; and shall present a detailed Financial Report at Board and other Meetings.
- 4.2 The Treasurer shall keep funds in a savings and/or checking account at a bank, savings and loan or credit union, as designated by resolution of the Board, the account opened in the Association's name with the Treasurer and the President as co-signers or joint signatories on all withdrawal orders, vouchers or checks. The type and location of the account shall be established by resolution of the Board.

### **ARTICLE XII - COMMITTEES**

1. Task Force or Advisory Committees or other committees may be created by the Board as it may deem necessary.
  - 1.1 Task Force committees shall complete assigned tasks in a specified amount of time determined by the Board. The Nominating Committee, when one be appointed, is a Task Force Committee.
  - 1.2 Advisory Committees shall research and report back to Board and shall stand for no more than one (1) year, unless their existence is extended by resolution of the Board.
2. Each Committee shall be comprised of at least one Board Member and volunteers from the Membership, with Committee chairpersons appointed by the Board. Chairpersons need not be Board Members.
3. The Board may appoint volunteer Board Members or Association Members to sit on non-Association task forces or advisory committees or groups. All committees and appointees to such task forces, committees or groups shall operate under the authority of and report to the Board.
4. The President shall be an ex-officio member of all Committees and shall be notified in a timely manner of their meeting times and places and their activities.

### **ARTICLE XIII - MEETINGS**

1. General Membership Meetings
  - 1.1 "Annual Meeting" is defined as the meeting of the entire Association Membership called by the Board and held during the first quarter of the year at which the Board is elected and other business of the Association requiring Membership vote is conducted.
  - 1.2 "General Meeting" is defined as any other meeting of the entire Association Membership called by the Board at any time of the year.
  - 1.3 A minimum of thirty (30) Members of the Association may call a Special Meeting by written petition to the Board of Directors who shall then hold a meeting open to the Membership within thirty (30) days of the Board's receipt of the petition.
  - 1.4 Public notice stating the time, date and place of General Membership Meetings shall be given at least ten (10) days before they are scheduled to occur. Public notice shall include publication in the Columbian newspaper.
  - 1.5 A simple majority of one (1) vote shall constitute a majority when voting on Association business.

## By-Laws of the Ellsworth Springs Neighborhood Association

### 2. Executive (Officer) & Board Of Director Meetings:

- 2.1 "Board Meeting" is defined as a meeting of the Board of Directors to conduct Board business and is open to attendance and observance by the Membership except for closed meetings. Closed meetings may be requested by any Board Member, and when so requested, the Meeting shall then be closed to the general Membership.
- 2.2 "Executive Board Meeting" is defined as a meeting of the <sup>Officers</sup> ~~Board of Directors~~ to conduct Board business and is not open to the Membership.
- 2.3 "Special Board Meeting" is defined as any meeting called by the Board to conduct Board business other than regular Board or Executive Board Meetings and may be open or closed to the Membership as determined by the Board. Special Board Meetings may be called by the President or any active Board Member.
- 2.4 Closed meetings shall be minuted and the minutes made a part of the public record accessible to the Membership.
- 2.5 Only Board members shall vote at Board Meetings. A voting Quorum is defined in Article IX, Part 8.
- 2.6 Board Meetings shall be held at a time, date and place determined by the President, or in his absence, by the Vice-president, or in his absence by a majority of the Board Members. A quorum of Board Members may vote to cancel or change meeting times, places or dates.

### ARTICLE XIV - BY-LAW AMENDMENTS

1. These By-Laws shall be reviewed whenever a Board or Association Member requests a review of, or change in, the By-Laws.
2. If a simple majority of the Board feels that a change in the By-Laws is warranted, the Board may appoint a By-Laws Review Committee to review the By-Laws and shall take all suggestions from the Committee under advisement. The President shall chair the By-Law Review Committee. The By-Law Review Committee shall be composed of at least one Board member other than the President.
3. A simple majority of the Board may agree on a change to the By-Laws without forming a By-Laws Review Committee.
4. If a simple majority of the Board agrees to a change to the By-Laws, the change in the form of an Amendment shall be presented to the general Membership prior to enactment. A simple majority vote of the Members present at a General Meeting shall be required to amend the By-Laws.

### ARTICLE XV - KEEPING RECORDS

1. The Association shall retain and safely store and protect all records, correspondence, and other documents pertinent to to the business it conducts.
2. The Secretary shall be the Keeper of Records.
3. Records shall be available for examination by Association Members upon reasonable prior request.

[ End of By-Laws

# ELLSWORTH SPRINGS NEIGHBORHOOD ASSOCIATION

## TRANSMITTAL

DATE: February 14, 1997  
TO: City of Vancouver Office of Neighborhoods  
FROM: Ellsworth Springs Neighborhood Association  
SUBJECT: Association By-Laws

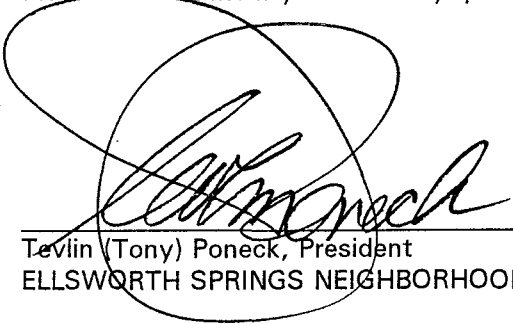
Attached hereto is one copy of the Ellsworth Springs Neighborhood Association By-Laws. We express herewith our intention, following our annexation to the City of Vancouver, of associating ourselves with the City of Vancouver Office of Neighborhoods.

Our current address and telephone numbers are as follows:

Tevlin Poneck, President  
Ellsworth Springs Neighborhood Association  
P.O. Box 84429  
Vancouver, WA 98684

Telephone (days): 896-9936  
Telephone (nights): 896-9143  
Fax (at all times): 896-9936

Please contact me if you have any questions re the above.



---

Tevlin (Tony) Poneck, President  
ELLSWORTH SPRINGS NEIGHBORHOOD ASSOCIATION