

HUDSON'S BAY NEIGHBORHOOD ASSOCIATION BY-LAWS
AS OF February 2019

Article I. Name

The Hudson's Bay Neighborhood Association name is derived from the British Hudson's Bay Company which built and operated Fort Vancouver between 1825 and 1846 as a fur trading post. By establishing Fort Vancouver, the Hudson's Bay Company provided the first European settlement and neighborhood in the Pacific Northwest. The rebuilt fort lies within the neighborhood boundaries.

Article II. Purpose

A. The Hudson's Bay Neighborhood Association (HBNA) was established by the residents in order to promote the common interests and welfare of the neighborhood and its residents.

B. The Association shall concern itself with a variety of community issues:

- Improving the neighborhood and all its components.
- Preserving the historic nature of the neighborhood.

Article III. Boundaries

A. The boundaries of the HBNA are as follows.

- Interstate-5 on the West.
- Mill Plain Blvd on the North.
- Grand Blvd on the East
- Highway 14 on the South.

Article IV. Membership

The membership of the association is open to all residents, homeowners, and to one representative of each business and/or non-profit organization located within the neighborhood boundaries

Article V. Voting

A. All members of the association who are 18 years or older and reside in Hudson's Bay Neighborhood, are eligible to vote.

B. All voting will take place at General Meetings.

- The nominees for officers will be published in the HBNA newsletter prior to the election of Board of Officers.
- Voting may be by voice, hand, or secret ballot as determined by the Chair or Co-Chairs before the vote.
- Absentee ballots may be requested from the Chairs when attendance is impossible.
- Absentee ballots must be obtained prior to voting and returned to the Treasurer or designated board member before the vote.
- Requests for absentee ballots must be in writing and include name and address. One ballot per person. No copies accepted.
- All votes shall be determined by a simple majority. In the event of a tie, a coin toss shall determine the result.

Article VI. Board of Officers

A. The officers of HBNA generally will be as described in Article VII with some flexibility determined by circumstance. Variation of these offices will be allowed due to individual talents, interests, and availability. All officers must meet the requirements as stated in Article IV for at least 12 months and must have attended 3 general meetings. The officers make up the membership of the Board of Officers.

Article VII. Election of Officers

A. Officers will be elected for 2 year terms at the beginning of HBNA's calendar year, currently starting in September or a date subsequently determined by the membership. Nominees for office shall announce their decision to run or be. nominated prior to the meeting set for the election and their names shall be published in the newsletter that immediately precedes the election. No nominations for office may be from the floor at the meeting set for the election.

B. Officers will be limited to 2 consecutive terms in a particular position with the exception of emergency circumstances. An emergency situation might be where there is no one to fill an office and the term would be for 1 year only.

C. If no one is nominated or stands for election to a two year term for an office, or when an officer unexpectedly vacates, the Board of Officers has the authority to appoint a replacement for a 1 year term.

D. An officer may be granted a leave of absence of no longer than 3 months by the remaining board members. The Board of Officers shall address a request for a longer leave on a case-by case bases.

E. In the event an officer fails to perform the duties of the office, the Board of Officers shall discuss the situation with the officer. If the officer is still not performing the duties of the office, the board may request the voluntary resignation of the officer. Should the officer choose not to resign, the body of the general membership shall then vote to remove or retain the officer.

Article VIII. Title and Duties of Board of Officers

A. Chairperson

- Shall preside over all meetings of HBNA and Board of Officers.
- Shall coordinate the work of the officers and committees.
- As official spokesperson of HBNA, shall be authorized to present positions taken by HBNA and the Board of Officers and/or by vote of the general membership to local government, agencies, and the press. The Chair/Co-Chair may designate a member of the Board of Officers to serve in this capacity.
- Shall serve as liaison between HBNA and the City Council, County Commissioners, and all staff. The Chair/Co-Chair may designate a member of the Board of Officers to serve in this capacity.
- Shall give prior notice to all Board Officers of meetings
- Shall possess the skill to perform duties assigned to the position

• Secretary

- Shall keep minutes of all meetings of the board and HBNA meetings
- Shall read minutes of recent HBNA meeting.

- Shall have past minutes of HBNA meetings available upon request.
 - Shall assist and retain the official correspondence, and act in conjunction with the other officers.
 - Shall assist Communication Chair as needed.
 - Shall possess the skill to perform duties assigned to the position.
- Treasurer
 - The Treasurer or designee shall have custody of all HBNA funds and shall receive within two (2) business days all funds received from an event or any other occasion where funds are received.
 - Shall keep full and accurate account of receipts and expenditures
 - Shall have all checks and vouchers signed with 2 signatures. The signatures are the authorized signers of HBNA's bank account to include all officers.
 - Shall present financial report at board and HBNA general meetings.
 - Shall Chair Budget Committee if one is designated.
 - Shall oversee dual-control of funds from an event.
 - Shall possess the skill to perform duties assigned to the position.

Article IX. Committees

- A. Special and on-going committees that address specific concerns, issues/or activities may be appointed by the Board of Officers as necessary.
- B. Shall have a Chair who will oversee the committee, and report to the Board of Officers as needed during the duration of the committee.

Article X. Meetings

- A. A general meeting of the membership shall be held at least twice each year.
- B. Board of Officers may call other meetings as needed.
 - Board of Officers shall have decisions reached by the majority vote of those in attendance when a simple majority of Board Officers is present
- A. An agenda will be presented at meetings

Article XI Funding

- A. There are no membership fees.
- B. Funding sources include but are not limited to voluntary contributions, contracts, grants, or fund-raising activities.
- C. Basic operating expenditures require the consensus of the Board of Officers.
- D. Any expenditure over \$75.00 for new projects must be approved by the board and the voting membership.
- E. In-kind contributions from the City of Vancouver, agencies and other entities may be received.
- F. There will be separate accounts in the treasury: for general fund and grant matching funds.

Article XII. Dissolution

A. The HBNA may dissolve itself with a two-thirds majority vote of those casting ballots and meeting the other voting requirements of the By-Laws.

B. If the HBNA dissolves, funds will be dispersed as in a donation to the neighborhood after all HBNA's debts are paid.

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